

**CANADIAN LUGE ASSOCIATION
ASSOCIATION CANADIENNE DE LUGE**

BY-LAWS

PREAMBLE

WHEREAS the Association is the only authority specifically governing luge in Canada;

BE IT ENACTED AS A BY-LAW OF the Association:

ARTICLE 1: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Canadian Luge Association, a Canadian Corporation.
- 1.2 Definitions – Unless context otherwise specifies or requires, the following terms have these meanings in these By-laws:
- (a) *Act* - *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - (b) *Annual General Meeting* – the annual general meeting of the Members;
 - (c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution, or revival of the Association;
 - (d) *Association* – Canadian Luge Association / Association Canadienne de Luge carrying on operations as Luge Canada;
 - (e) *Athlete's Director* – an individual selected in accordance with Section 4.2, who must be a current member of the Canadian National Luge Team or competing in luge at the international level for Canada, or a person who was a member of the Canadian National Luge Team or competed in luge at the international level for Canada at any time in the eight years proceeding such person's selection as an Athletes' Director.
 - (f) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of Association for a report to the Members at the next Annual General Meeting;
 - (g) *Board* – the Board of Directors of the Association;

- (h) *By-laws* – shall mean these and all other by-laws of the Association in effect from time to time;
- (i) *Days* – consecutive days, irrespective of weekends and holidays;
- (j) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- (k) *Independent* – with respect to a Director, means that such Director: (i) has no fiduciary obligation to any other entity whose main objective is participation in luge (including, but not limited to, a Luge Club, a Provincial Member or a Provincial/Territorial Sport Organization) at the national or provincial level; (ii) receives no direct or indirect material benefit from any such entity; and (iii) is free from any conflict of interest of a financial, personal or representational nature with respect to such Director's directorship, provided that a Director who would not be considered Independent will be considered to be Independent once such Director has resigned from or terminated the circumstance that gives rise to such non-Independence. For greater certainty, participation in the sport of luge as a Registered Participant alone shall not cause a Director not to be Independent.

In all cases, the identity of such a participant is recorded with Luge Canada and a list will be provided to each Provincial/Territorial Sport Organization.

- (l) *Member* – those entities admitted as members of the Association pursuant to these By-laws;
- (m) *Officer* – an individual appointed to serve as an Officer of the Association pursuant to these By-laws;
- (n) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (o) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
- (p) *Registered Participant* – any of the following who have applied for registration as a participant with the Association, who have agreed to abide by the Association's By-laws, policies, rules and regulations and who have been accepted as a Registered Participant with the Association:
 - (i) A "Club" which is defined as an organized Luge Club registered with a Provincial Member of the Association, with goals and objectives similar to the Association;
 - (ii) Any "Individual", who is an athlete, parent, coach, official, administrator who is registered with a Luge Club and/or Provincial Member, and/or the Association, whose main objective is participation in luge.

- (iii) In all cases, the identity of such a participant is recorded with Luge Canada and a list will be provided to each Provincial/Territorial Sport Organization of its affiliated Registered Participants as required by these by-laws to determine its number of votes, as per Section 3.14. Registered Participants may pay a fee as determined by the Board.
 - (q) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time
 - (r) *Special Meeting* – shall have the meaning as provided in Section 3.2 of these bylaws; and
 - (s) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.3 Head Office – The head office of the Association will be located in the Country of Canada at such address as the Board may, by Ordinary Resolution, determine.
- 1.4 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Association.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members, Committees, and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.
- 1.8 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.
- 1.9 Invalidity of any provisions of these By-Laws – The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

ARTICLE 2: MEMBERSHIP

Membership Categories

2.1 Categories – The Association has two (2) categories of Members:

- (a) Directors – Directors of the Association
- (b) Provincial/Territorial Sport Organizations

Conditions and Qualifications for Membership

2.2 Membership will be available to Provincial Sport Organizations that meet the following qualifications:

- (a) Recognized by the applicable Provincial/Territorial government (one from each province and/or territory)
- (b) Has applied for membership within the Association;
- (c) Ensures all local clubs register participants with the provincial organization and subsequently registers all participants with the Association;
- (d) Complies with and agrees to abide by the Association's By-laws, policies, procedures, rules and regulations; and
- (e) Is accepted as a Member of the Association.

Transfer of Membership

2.3 Transfer – Any interest arising out of membership in the Association is not transferable.

Admission of Members

2.4 Admission of Members – A Provincial/Territorial Sport Organization will be admitted as a member once:

- (a) The candidate makes an application for membership in a manner prescribed in the Association's Membership Procedures Manual.
- (b) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- (c) The candidate member has paid dues as prescribed by the Board;
- (d) The candidate member has met the applicable requirements listed in Section 2.2; and

- (e) The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

Duration

2.5 Duration of Membership – Membership within the Association will terminate as follows:

- (a) Membership is accorded on an annual basis and will terminate on August 31st, subject to re-registration in accordance with these By-laws.
- (b) Director's memberships will commence when a director is elected to the position, and expire when the Director resigns or is removed from the board.

Membership Dues

2.6 Dues – Membership dues will be determined annually by the Board.

2.7 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within one (1) month of the membership renewal date, the Member in default will automatically cease to be a Member of the Association.

Withdrawal and Termination of Membership

2.8 Withdrawal and Termination – Membership in the Association is terminated when:

- (a) The Member dissolves or ceases to exist;
- (b) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.2 - 2.4, as applicable, of these By-laws;
- (c) The Member resigns from the Association by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- (d) The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed in Section 2.7 above;
- (e) The Member fails to comply with Association registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
- (f) The Member is removed by Special Resolution of the Members present at an Annual General Meeting or Special Meeting, provided the Member has been given written notice of, and the opportunity to present and to be heard at, such meeting
- (g) The Member's term of membership expires; or
- (h) The Association is liquidated or dissolved under the Act.

- 2.9 May Not Resign – A Member may not resign from the Association if the Member is subject to disciplinary investigation or action.
- 2.10 Discipline – A Member or Registered Participant may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members and Registered Participants.
- 2.11 Effects of Termination – Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

Good Standing

- 2.12 Definition – A Member of the Association will be in good standing provided that the Member:
- (a) Has not ceased to be a Member;
 - (b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
 - (c) Has completed and remitted all documents as required by the Association;
 - (d) Has complied with the By-laws, policies, procedures, rules and regulations of the Association;
 - (e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - (f) Had paid all required membership dues or debts to the Association, if any.
- 2.13 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE 3: MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings. The Members may consider and transact any business, either special or general, at any meeting of the Members.
- 3.2 Annual General Meeting – The Annual General Meeting of the Members shall be called by the President at a location, time and with notice pursuant to these By-laws. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditor shall be presented.

- 3.3 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold 5% of the votes of the Association.
- 3.4 Location and Date –The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting but not later than six (6) months after the end of the Association’s preceding financial year.
- 3.5 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.
- 3.6 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 3.7 Notice – Notice will include the time and place of a meeting, the proposed agenda, and reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
- (a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - (b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
 - (c) By posting on the Association’s website not less than thirty (30) days prior to the date of the meeting.
- 3.8 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members, see Article IX.
- 3.9 Persons Entitled to Attend – All categories of membership, the Officers and Directors and the auditor of the Association and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the Board or by resolution of the members.

- 3.10 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Members in attendance and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. If the meeting is adjourned for less than 31 days, no notice will be required for any adjourned meeting. If the meeting is adjourned for 31 days or more, notice of the adjourned meeting shall be given as for an original meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.11 Agenda – The agenda for the Annual General Meeting may include:
- (a) Call to Order
 - (b) Reading of Notice
 - (c) Establishment of Quorum, Acceptance of Credentials and Deposition of Proxies
 - (d) Appointment of Scrutineers
 - (e) Approval of the Agenda
 - (f) Declaration of any Conflicts of Interest
 - (g) Adoption of Minutes of the previous Annual General Meeting
 - (h) Presentation of Reports
 - (i) Standing Committees
 - (ii) President
 - (iii) Executive Director
 - (i) Approval of Auditors Report and Financial Statements
 - (j) Appointment of Auditors
 - (k) Business as Specified in the Meeting Notice
 - (l) Election of New Directors
 - (m) Adjournment
- 3.12 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ninety (90) days prior to the meeting date.

- 3.13 Quorum – A majority (50% plus 1) of Members will constitute a quorum - at least two of which must be Provincial/Territorial Sport Organizations representatives.

Voting at Meetings of Members

- 3.14 Voting Privileges – The Association has two (2) categories of voting Members:

- (a) Directors – Each Director will be entitled to one (1) vote at all meetings of Members
- (b) Provincial/Territorial Sport Organizations - Each Provincial/Territorial Sport Organization will receive a weighted vote based on the following chart:

Registered Participants	Votes
1 – 24	1
25 – 49	2
50 – 74	3
75 – 99	4
100 or greater	5

- 3.15 Delegates – Each Provincial/Territorial Sport Organization will appoint one (1) Delegate, in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of Members, to represent and vote on behalf of the voting Member. Delegates must be at least eighteen years of age and a Registered Participant of the Association. A voting Member may name an Alternate Delegate at least three (3) days prior to the date fixed for the next General Meeting, in the case of a Delegate who is unable to attend.

- 3.16 Proxy Voting – Members may vote by proxy if:

- (a) The proxy is designated to another Delegate and/or Member or, in the case of the Athlete's Director, may designate a Registered Participant who sits on the Athletes' Council;
- (b) The Delegate, Member or Athletes' Director notified the Association in writing prior to the Members meeting of an appointment of a proxy holder;
- (c) The proxy is received by the Association prior to the start of the meeting;
- (d) The proxy clearly states the date of the specific meeting; and
- (e) The proxy clearly states to whom the proxy is given.

- 3.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

- 3.18 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, unless a secret or recorded ballot is requested by a voting Member. A secret ballot is required for elections.

- 3.19 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast, calculated on an aggregate basis, will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE 4: GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of five (5) to fifteen (15) Directors. If practicable, members of the Association's management or executive team, as determined by the Nomination Committee, should not also be Directors. Subject to the approval of the Nominating Committee of the Athletes' Director, at least one of the Directors should be an Athletes' Director.
- 4.2 Athletes' Director
- (a) The Athletes' Committee shall oversee the selection process for the Athletes' Director.
 - (b) Members of the Luge Canada National Team and Luge Canada Junior National Team shall collectively vote to determine the Athletes' Director.
 - (c) The voting process for the Athletes' Director shall occur in advance of the Annual General Meeting.
 - (d) The Athletes' Director shall be submitted to the Nominating Committee for approval at least 60 days before the Annual Meeting. If the Nominating Committee approves the Athletes' Director, the Athletes' Director shall be put forward for election to the Board. If the Nominating Committee does not approve the Athletes' Director, the voting process for the Athletes' Director shall be repeated and another Athletes' Director shall be submitted to the Nominating Committee for approval, which process shall repeat until such time as the Nominating Committee has approved of the Athletes' Director to be put forward for election to the Board.
 - (e) If the Athletes' Director is not elected to the Board, the Athletes' Director shall be appointed to the position of Board observer, who shall have the right to attend all meetings of the Board, shall receive all notices, agenda, minutes and other materials provided to the Board and the right to participate in discussions during Board meetings but shall not, for greater certainty, have the right to vote at meetings of the Board or be counted towards quorum for Board meetings.
- 4.3 Independence – Notwithstanding the foregoing, not less than 40% of the Directors should be Independent. The Nominating Committee shall be responsible for determining whether a Director or prospective director is Independent for the purposes of these By-laws.

Election of Directors

- 4.4 Eligibility

- (a) All Director positions must meet the following eligibility requirements: Any individual who is eighteen (18) years of age or older, who is a resident of Canada as defined in the Income Tax Act, who has the power under law to contract, who is not incapable, who does not have the status of bankrupt, who meets one or more of the skills and characteristics defined in Section 4.6, and does not hold any employment or contract employment position(s) with the Association, is eligible to be nominated for election as a Director.

4.5 Skills and Characteristics – Potential Directors will have one or more of the following core competencies:

- (a) Luge background and knowledge as an athlete, coach, official, administrator or volunteer leader;
- (b) Knowledge of strategic and business planning;
- (c) Knowledge of human resources management;
- (d) Knowledge of legal and risk management;
- (e) Knowledge of business and corporate experience, including expertise in financial management; and
- (f) Demonstrated leadership skills in non-profit including revenue generation or other endeavors.

4.6 Nominating Committee – The Board will appoint a Chair to the Nominating Committee and will approve members of the Nominating Committee as recommended by the Committee Chair. The Nominating Committee will be responsible to solicit at least one (1) more nominee than available positions for nominations with the core competencies defined in job descriptions held by the Association for the election of the Directors.

4.7 Nomination – Any nomination of an individual for election as a Director will:

- (a) Include the written consent of the nominee by signed or electronic signature on the “Nomination Form” that “I consent to let my name stand for election as a Director of the Canadian Luge Association Board of Directors. I am aware that if elected, I will be required to resign any employed position that I may hold with a Member”;
- (b) Comply with the procedures established by the Nominating Committee; and
- (c) Be submitted to the Head Office of the Association thirty (30) days prior to the Annual General Meeting. This timeline may be altered by Ordinary Resolution of the Board.

4.8 Election and Term – The election of directors will take place at each Annual General Meeting of members. The elections shall take place in two parts: All Directors will be elected for a term of two years.

- (a) In Even Years, five (5) Directors at Large will be elected to the Board at alternate Annual General Meetings to those listed in subsection (b).
 - (b) In Odd Years, five (5) Directors at Large will be elected in alternate Annual General Meetings to those listed in subsection (a).
- 4.9 Decision – Elections will be decided by majority vote by ballot voting of the Members in accordance with the following:
- (a) a) One Valid Nomination – Winner declared by acclamation;
 - (b) b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 4.10 Terms – All Directors will hold office for a term for two (2) years or until their successors have been duly elected in accordance with these By-laws or until they resign, are removed from or vacate their office. Absent compelling reasons to the contrary as determined by the Nominating Committee, Directors must not remain Directors for more than nine (9) consecutive years, provided that, notwithstanding the foregoing, the sitting Chairperson of the Board may serve for one additional two (2) year term for a total term as a Director of up to eleven (11) years and one Director other than the sitting Chairperson of the Board who serves on the board of the International Luge Federation may serve for on additional two (2) year term for a total term as a Director of eleven (11) years.

Appointment of Directors at Large

- 4.11 Appointment – The Board of Directors may appoint up to a maximum of one (1) Director at Large, who meet the skills and characteristics defined in Section 4.5, upon Ordinary Resolution of the Board of Directors after the Corporation's Annual Meeting on an annual basis. An appointed Director may only serve a term of one (1) year and the number of appointed Directors cannot exceed more than one-third (1/3) of the elected Directors on an annual basis.

Suspension, Resignation and Removal of Directors

- 4.12 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.13 Vacate Office – The office of any Director will be vacated automatically if the Director:

- (a) Is found by a court to be of unsound mind;
- (b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- (c) Is charged and/or convicted of any criminal offence related to the position;
- (d) Changes their permanent residence outside of Canada; or
- (e) Upon the Director's death,

and may be deemed by the President to be vacated if the Director:

- (f) Fails to attend two (2) consecutive Board meetings without the approval of the President.
- 4.14 Removal – A Director may be removed by majority vote of the Members at any Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.
- 4.15 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

- 4.16 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting of Members.

Remuneration

- 4.17 Remuneration – Directors will serve as such without remuneration and Director will not directly or indirectly receive any profit from their positions as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties (i) in accordance with a travel policy approved by the Board, or (ii) upon the approval of the Chairperson of the Board and the Executive Director or, in respect of the expenses incurred by the Chairperson of the Board, the approval of the Executive Director and the chair of the Finance and Audit Committee.

Meetings

- 4.18 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board or President.
- 4.19 Notice – Notice of Board meetings will be given to all Directors at least fourteen (14) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all

Directors waive notice, or if those absent consent to the meeting being held in their absence. In urgent situations and at the sole discretion of the President, a Board meeting may be called with three (3) hours' notice.

- 4.20 Number of Meetings – The Board will hold at least four (4) meetings per fiscal year. The Board shall meet within sixty (60) days of the end of each fiscal quarter, other than the last fiscal quarter of the fiscal year, at which meeting the unaudited quarterly financial statements of the Association for such fiscal quarter shall be reviewed, and shall meet within ninety (90) days of the end of each fiscal year, at which meeting the audited annual financial statements for such fiscal year shall be reviewed.
- 4.21 Quorum – At any meeting of the Board, quorum will consist of a majority of Directors holding office.
- 4.22 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the President will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.
- 4.23 Absentee Voting – There will be no absentee or proxy voting by Directors.
- 4.24 Closed Meetings – Meetings of the Board will be closed to the public except by invitation of the Board. The High Performance Coach and Provincial/Territorial Presidents may be invited to attend.
- 4.25 Meetings by Teleconference or Other Electronic Means – The Directors may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other provided that:
- (a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
 - (b) Each Director has equal access to the specific means of communications to be used;
 - (c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 4.26 Attending by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- 4.27 Executive Director – The Executive Director shall attend and participate in all meetings of the Board, but will not be entitled to vote.

Powers of the Board

4.28 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.29 Empowered – Notwithstanding Section 4.28, the Board will be empowered to:

- (a) Make policies and procedures or manage the affairs of the Association in accordance with the Act and these By-laws.
- (b) Make policies and procedures relating to discipline of Members and Registered Participants, and will have the authority to discipline Members and Registered Participants in accordance with such policies and procedures.
- (c) Make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.
- (d) Employ or engage under contract the Executive Director who will carry out the work of the Association, who will have the authority to employ or engage other individuals on behalf of the Association. The Board may also terminate the employment of the Executive Director.
- (e) Retain or engage by Ordinary Resolution, at the expense of the Association, such external professional advisors as the Board considers necessary.
- (f) Identify risks relating to the Association and, on an annual basis, measure the Association's risk management and internal control systems.
- (g) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements.
- (h) Borrow money upon the credit of the Association as it deems necessary:
 - (i) From any bank, association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - (ii) To limit or increase the amount to be borrowed;
 - (iii) To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - (iv) To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real

and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

- (i) Perform any other duties from time to time as may be in the best interests of the Association.

4.30 Liaising with Management – No Director shall directly liaise with management of the Association, other than the Executive Director, concerning the affairs of the Association or assume operational responsibilities in respect of the Association without the prior joint approval of the Board and the Executive Director.

ARTICLE 5: OFFICERS

5.1 Composition – The Officers will be comprised of the President, who shall also serve as the Chairperson of the Board, an Executive Director, a Chief Financial Officer, a Vice-President of Sport, a Secretary and a Treasurer.

5.2 Election or Appointment – The Board shall appoint, from time to time, a President, who shall also serve as the Chairperson of the Board, the Executive Director, Vice-President of Sport, Secretary and Treasurer.

5.3 Term of Office – An Officer shall hold office until the earlier of: (i) the Officer's successor being appointed; (ii) the Officer's resignation; (iii) in the case of the Chairperson of the Board, such Officer ceasing to be a Director; (iv) such Officer being removed by the Board; (v) such Officer's death; or (vi) such Officer being declared incapable. Notwithstanding the foregoing, the Chairperson of the Board shall not serve in such capacity for a period longer than six (6) consecutive years.

5.4 Duties – Until the Board, subject to the Act, varies, adds to, or limits the powers and duties of any Officer, the powers and duties of Officers are as follows:

- (a) The President, as Chairperson of the Board, shall, when present, preside at all meetings of the Board and of the Members, shall be responsible for overseeing an annual Board review process and shall perform such other duties as may from time to time be established by the Board. The President will be responsible for the general supervision of the affairs and operations of the Association, will be the official spokesman of the Association and will perform such other duties as may from time to time be established by the Board.
- (b) The Executive Director will be responsible for preparing a quarterly written certification to the Board that: (i) all required remittances, be they for deductions at source, sales tax, or any other government remittances, have been made; (ii) all other payments for which Directors are personally liable have been made; (iii) describes any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the Association, including a status update of each; (iv) confirms that all insurance coverage (including directors and officers liability insurance) approved by the Board is in full force and effect and that all

premiums have been paid; and (v) describes any material risks (financial or otherwise) to the Association.

- (c) The Vice President of Sport shall provide overall leadership in the high performance activities of luge. Additionally he or she will support and assist the President in all duties and responsibilities and will perform such other duties as may from time to time be established by the President or the Board or in his or her absence.
 - (d) The Secretary will be responsible for the documentation of all amendments to the Association's constitution and By-laws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each General Meeting and other meetings a report of all activities since the previous General Meeting or other meetings, will give due notice to all Members of the General Meetings of the Association, and will perform such other duties as may from time to time be established by the Board.
 - (e) The Treasurer will be responsible for keeping proper accounting records as required by the Act, will cause to be deposited all monies received by the Association in the Association's bank account; will supervise the management and disbursement of funds of the Association; when required will provide the Board with an account of financial transactions and the financial position of the Association; will prepare annual budgets; and will perform other such duties as may from time to time be established by the Board.
- 5.5 Removal – An Officer may be removed by Special Resolution of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.
- 5.6 Vacancy – Where the position of an Officer becomes vacant for whatever reason, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy.
- 5.7 Absentee Voting – There will be no absentee or proxy voting by Officers.

Remuneration

- 5.8 Remuneration – The President, Vice-President of Sport, Secretary and Treasurer will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that they may be paid reasonable expenses incurred by them in the performance of their duties. The remuneration of the Executive Director shall be determined by the Board.

ARTICLE 6: COMMITTEES

Standing and Other Committees

- 6.1 Standing Committees – The Standing Committees of the Association are those Committees identified in the Association's Board Committees Policy approved by the Board.

- 6.2 Composition and Responsibilities of Standing Committees – In accordance with the Association’s Board Committees Policy, the Board will appoint members of Standing Committees or provide for the election of members of Standing Committees, will prescribe the duties and responsibilities of each Standing Committee via Terms of Reference and may delegate to any Standing Committee any of its powers, duties and functions except where prohibited by the Act or these By-laws.
- 6.3 Appointment of Other Committees – The Board may appoint such Committees as it deems necessary for managing the affairs of the Association and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.
- 6.4 Quorum – A quorum for any Committee will be the majority of its voting members.
- 6.5 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee provided that no Committee has the authority to:
- (a) submit to the Members any question or matter requiring the approval of Members;
 - (b) fill a vacancy among the Directors or in the office of auditor, or appoint additional Directors;
 - (c) issue debt obligations except as authorized by the Directors;
 - (d) approve any financial statements to be placed before the Members;
 - (e) adopt, amend or repeal By-Laws; or
 - (f) establish contributions to be made or dues to be paid by Members.
- 6.6 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 6.7 President Ex-officio – The President will be an ex-officio (non-voting) member of all Committees of the Association.
- 6.8 Removal – The Board may remove any member of any Committee or dissolve any Committee.

Remuneration

- 6.9 No Remuneration – All members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 6.10 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the Act and the Association's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 7: FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – The fiscal year of the Association will be April 1st to March 31st, or such other period as the Board may from time to time determine.
- 7.2 Bank – The banking business of the Association will be conducted at such financial institution as the Board may designate.
- 7.3 Auditor – At each Annual General Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of the Association but shall have remuneration fixed by the Directors.
- 7.4 Books and Records – The necessary books and records of the Association required by these By-laws or by applicable law shall be properly kept and maintained. The Board of Directors' minutes and records of the Association shall not be available to the general membership of the Association but will be provided to the Board, each of whom shall receive a copy. All other books and records of the Association shall be made available for viewing at the head office of the Association, in accordance with the Act, upon reasonable written request by a Member.
- 7.5 Annual Financial Statements - The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 7.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Association will be executed by the Executive Director and a Director, Officer or other individual, as designated by the Board. In addition, the Board may from

time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.

- 7.7 Property – The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.8 Fundraising – The Directors shall, subject to the Association’s contractual obligations, take such steps as they may deem necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objectives of the Association.

ARTICLE 8: AMENDMENT OF BYLAWS

- 8.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 8.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by a majority affirmative vote of the voting Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.
- 8.3 Notice in Writing – Notice of proposed amendments to these By-laws, general rules, regulations and the constitution shall be provided to Members at least twenty-one (21) days prior to the date of the Member’s meeting at which it is to be considered.

ARTICLE 9: FUNDAMENTAL CHANGES

- 9.1 Fundamental Changes – Subsection 197(1) of the Act requires a special resolution (2/3rds vote) of all Members in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:
- (a) Change the Corporation’s name;
 - (b) Change the province in which the Corporation’s registered office is situated;
 - (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - (d) Create a new class or group of members;
 - (e) Change a condition required for being a member;

- (f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- (g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) Add, change or remove a provision respecting the transfer of a membership;
- (i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- (j) Change the statement of the purpose of the Corporation;
- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) Change the method of voting by members not in attendance at a meeting of members; or
- (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE 10: NOTICE

- 10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.
- 10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 10.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 11: DISSOLUTION

- 11.1 Dissolution – Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

ARTICLE 12: INDEMNIFICATION AND LIABILITY

- 12.1 Will Indemnify – Subject to the provisions of these By-laws and the Act, the Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 12.2 Will Not Indemnify – the Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, unlawful conduct, or bad faith.
- 12.3 Insurance – the Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.
- 12.4 Limitation of Liability - No Director or Officer of the Association shall be liable for acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt, act for conformity, or for loss, damage or expense happening to the Association through the insufficiency or deficiency of the title to any property acquired by Canadian Luge Association, or for, or on behalf of, the Association or for the insufficiency or deficiency of any security in or upon which any monies of, or belonging to the Association shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office, or trust, or in relation thereto, unless the same shall happen by, or through, his/her own willful act or through his/her own willful neglect or default.

ARTICLE 13: ADOPTION OF THESE BY-LAWS

- 13.1 Adoption by Board – These By-laws were adopted by the Board of the Association at a meeting of the Board duly called and held on June 21, 2025.
- 13.2 Ratification – These By-laws are ratified by the members of the Association entitled to vote at a meeting of Members duly called and held on June 21, 2025.
- 13.3 Submission – Amended and revised Bylaws will be mailed to Corporations Canada at:

Corporations Canada
C.D. Howe Building
235 Queen Street
Ottawa, ON K1A 0H5