



**BY - LAWS OF THE
“CANADIAN MASTERS
WEIGHTLIFTING FEDERATION
FÉDÉRATION D’HALTÉROPHILIE
CANADIENNE MAÎTRES”**

CERTIFIED to be a By-Law of the Federation, as enacted by the directors of the Federation by resolution on the 15th day of May, 2019

TABLE OF CONTENTS

ARTICLE I	GENERAL Name of Federation, Definitions, and Invalidity of any Provisions of this By-law
ARTICLE II	MISSION STATEMENT Mission, Control, Pecuniary Gain to Members
ARTICLE III	OBJECTIVES
ARTICLE IV	AFFILIATION
ARTICLE V	HEAD OFFICE
ARTICLE VI	MEMBERSHIP Full Membership, Honorary Membership, Application for Membership; Membership Fees; Removal from Membership
ARTICLE VII	GOVERNANCE AND GENERAL BUSINESS MATTERS Elected Board, Advisory Committee
ARTICLE VIII	DUTIES OF OFFICERS President, Vice-President, Secretary-Treasurer
ARTICLE IX	MEETINGS Members, Annual Meeting, Special General Meetings, Board Meetings, Notice of Annual Meeting and Agenda, Motions from Members, Addition to Circulated Agenda, Statutory Agenda Items, Moderator for Special General Meeting, Special Roles
ARTICLE X	BOARD OF DIRECTORS Powers and Duties, Quorum, Calling of Notice, Special Meetings and Telephone Meetings
ARTICLE XI	COMMITTEES Terms of Reference, Convening, Telephone Meetings, Quorum, Reports
ARTICLE XII	ELECTIONS TO, AND REMOVAL FROM, OFFICE Eligibility for Office, Officers, Nominating Committee, Invitation for Nomination, Nominating Procedure, Ballot at the Annual Meeting, Term of Office, Removal From Office
ARTICLE XIII	VOTING MATTERS Voting Rights, Voting in Person, Voting by the Chair, Votes for Motions, Vote for Elections
ARTICLE XIV	FINANCIAL MATTERS Fiscal Year, Annual Financial Statements, Annual Budget, Appointment of the Public Accountant, Membership Fee, Remuneration, Limits on Expenditures, Books and Records, Restrictions on Borrowing, Signing Authorities, Indemnification, Banking Arrangements
ARTICLE XV	LANGUAGES, INTERPRETATIONS AND TRANSITION CLAUSES
ARTICLE XVI	CANADIAN MASTERS WEIGHTLIFTING CHAMPIONSHIPS
ARTICLE XVII	RULES AND REGULATIONS Rules and Regulations, Interim Rules and Regulations

-

ARTICLE XVIII	ERRORS AND OMISSIONS
ARTICLE XIX	FEDERATION SEAL
ARTICLE XX	AMENDMENT
ARTICLE XXI	DISSOLUTION
ARTICLE XII	ADOPTION OF THESE BY-LAWS Adoption by Board, Repeal of Prior By-laws

**BY - LAWS OF THE CANADIAN MASTERS WEIGHTLIFTING FEDERATION FÉDÉRATION
D'HALTÉROPHILIE CANADIENNE MAÎTRES**

ARTICLE I: GENERAL

1.01 Name of Federation

The name of the Federation shall be the “**CANADIAN MASTERS WEIGHTLIFTING FEDERATION FÉDÉRATION D'HALTÉROPHILIE CANADIENNE MAÎTRES**” It shall be publicly referred to as the Canadian Masters Weightlifting Federation, abbreviated as CMWFHC and hereinafter referred to as the “Federation.”

1.02 Definitions

The following terms have these meanings in these By-laws:

- (a) “*Act*” means the *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 Meeting*” means the annual meeting of the Members;
- (c) “*articles*” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- (d) “*Auditor*” means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- (e) “*Board Member*” or “*director*” means an individual elected to serve on the Board pursuant to the Act, the articles and these By-laws;
- (f) “*Board*” means the Board of Directors of the Federation;
- (g) “*By-Law*” means this By-Law and any other By-Law of the Federation as amended and which are, from time to time, in force and effect;
- (h) “*Committee Members*” means Members and Board Members of the Federation, in good standing, appointed to Committees by the Board as per Article IX.
- (i) “*Days*” means days including weekends and holidays;
- (j) “*Executive*” means the officers of the Federation appointed by the Board, including, without limitation, the President, Vice President, Secretary-Treasurer;
- (k) “*Fundamental Change*” means an amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- (l) “*Meeting of Members*” means includes the annual meeting of the members and the annual meeting of the Board of Directors or a special meeting of members;
- (m) “*Member*” means an individual who is admitted as a Members of the Federation under these By-laws. A member may be under suspension as per Section 6.05 of this By-law;
- (n) “*Officer*” means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;

- (o) *“Ordinary Resolution”* means a resolution passed by a majority of the votes cast on that resolution;
- (p) *“Organization”, “Corporation” or “Federation”* means the **“CANADIAN MASTERS WEIGHTLIFTING FEDERATION FÉDÉRATION D’HALTÉROPHILIE CANADIENNE MAÎTRES”**
- (q) *“Regulations”* means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (r) *“Special Resolution”* means a resolution passed by a majority of not less than 2/3 of the votes cast on that resolution.

1.03 Invalidation of any Provisions of this By-law.

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 II MISSION STATEMENT

2.01 Mission

The Federation is dedicated to the promotion and development of Masters Olympic Weightlifting in Canada and shall represent the interests of Canadian Master Weightlifters. It will do so in a spirit of equity and fair play, while at the same time encouraging a fit for life philosophy.

2.02 Control

The Federation shall be organized, directed, controlled and governed by its Members, through their duly elected Board.

2.03 Pecuniary Gain to Members

The Federation shall be operated without purpose of pecuniary gain to any of the individual board or committee members. Any surplus or accretions of the Federation shall be used solely for the purpose of the Federation and the promotion of its objectives.

ARTICLE III OBJECTIVES

3.01 The Objectives of the Federation are to:

- (a) establish, maintain, conduct, promote and develop the widest participation and interest in the sport of Masters Olympic weightlifting in Canada; (Haltérophilie olympique maître.)
- (b) promote the health and well-being of its Members as well as maintain the Members’ right to compete on a level-playing field; and
- (c) to govern the sport of Masters Olympic Weightlifting in Canada.; (Haltérophilie

olympique maître.)

3.02 To accomplish these objectives, the Federation will:

- (a) affiliate and/or cooperate with other organizations inside and outside of Canada having similar or compatible goals;
- (b) provide for Canadian representation at desired international weightlifting events;
- (c) cooperate with its Members in organizing weightlifting competitions, clinics and other related events for all interested parties;
- (d) acquire, hold, own, improve and maintain and to sell, lease, mortgage or otherwise encumber, and to dispose of, any real or personal property for the purposes of the Federation; and
- (e) implement and regularly review its anti-doping policy.

ARTICLE IV AFFILIATION

4.01 The Federation shall be affiliated with the International Weightlifting Federation - Masters Committee (IWF-MC) and any other such organization from time to time deemed beneficial to the Federation by a Board motion.

ARTICLE V REGISTERED OFFICE

5.01 The registered office of the Federation shall be designated as the residence of the Federation's President.

ARTICLE VI MEMBERSHIP

6.01 Full Membership

Full membership may be granted to anyone who is:

- (i) a member in good standing of any of the Canadian provincial or territorial weightlifting organizations;
- (ii) a Canadian citizen, landed immigrant or permanent resident;
- (iii) meets the age requirements as specified from time to time by the IWF-MC;
- (iv) has submitted an application form; and
- (v) has paid the annual fee.

Canadian citizens who do not reside in Canada must consult with, and obtain, the approval of the Federation President. In order to provide continuing competition opportunities for athletes in their transition from Seniors to Masters, the Federation recognizes one younger category between the ages of 30 (thirty) to 34 (thirty-four) within Canada. Athletes within this category are permitted to compete at the Canadian Masters Weightlifting Championships and to establish Canadian Masters Weightlifting Records.

6.02 Honorary Membership

Honorary membership is granted by a vote of the Federation's Executive to a nationally or internationally recognized person(s), group(s) or corporation(s) who has/have contributed to the purposes of the Federation. Such members are not required to meet the criteria specified in Section 6.01 and shall have no voting rights.

6.03 Application for Membership

Application for membership shall be addressed to the Membership Secretary of the Federation. Documentation to accompany the application shall be in accordance with Section 6.01. The Executive shall review each application to ensure the applicant meets the criteria identified in Section 6.01 including completion of the "Membership Anti-doping Waiver", "Reconciliation anti-dopage pour les membres." If this review finds the applicant has not met the requirements, this shall be communicated to the applicant.

6.04 Membership Fees

Fees shall be set annually by the Board at its sole discretion. Fees shall be payable with the application and due by January 31 of each year. Fees paid after the due date shall not be prorated. Fees for any unexpired term to the subscription year are normally not refundable, but the Board may grant a request for such in extenuating circumstances, at its sole discretion.

6.05 Removal or Suspension from Membership

A member whose conduct is considered by the Board to be contrary to the stated purposes of the Federation shall be asked by the Board to explain or justify their actions within ten (10) days of being contacted by the Board. If the member is unwilling or unable to do so, they shall be asked by the Board to resign from the Federation. A copy of this motion shall be communicated to the member concerned in time for the member to make a written response. If a response is made, it shall be circulated with the notice of motion. The member concerned shall be given an opportunity to explain their position at the meeting at which the motion requesting their expulsion is considered. Approval of such a motion shall require a two-third (2/3) majority of votes cast. There is no appeal process for removal of membership. A member who is sanctioned for a doping violation will have her/his membership suspended for the duration imposed by the Anti-Doping Disciplinary Committee and cannot serve in any position with the Federation during said suspension.

ARTICLE VII GOVERNANCE AND GENERAL BUSINESS MATTERS

7.01 Executive

The Executive shall consist of the President, Vice President and the Secretary-Treasurer, the members of which shall be appointed by the Board from among its members in accordance with this Section 7.01, each for a two (2) year term. At each annual general meeting of the Members, the Board shall propose to such meeting nominations for any Executive positions the term of which have expired such that they are up for replacement or re-appointment, provided that all such nominees shall also be directors or nominees for election as directors at such annual general meeting. The Members will vote on the Executives to fill such positions and, immediately following such annual general meeting, the Board shall convene a meeting of the Board to appoint the Executives and, in so doing, shall implement the said selections of the Members provided such selected nominees have also been elected as directors. Notwithstanding, in the event of a vacancy in an Executive office at any time, the Board shall have discretion to fill such vacancy for a limited term expiring at the next ensuing annual general meeting of the Members,

which vacancy may be filled by any person so chosen by the Board, whether or not a director or Member.

7.02 Elected Board

The administrative structure of the Federation shall consist of a Board, the members of which shall be elected by the Members as directors. Unless expressly permitted by the Act, the Members shall ensure that majority of the directors elected from time to time are resident Canadians or, where the Federation has fewer than three (3) directors, one (1) of the directors elected from time to time is a resident Canadian

7.03 Number of Directors

The Board shall consist of five (5) directors as elected by the Members from time to time.

7.04 Advisory Committee

The Advisory Committee, appointed by the Board, is composed of the Past President, the Secretaries (Memberships, Hall of Fame and Records), the National Chair, the Director of Doping Education and the Regional Representatives. The Board, from time to time, may request the Advisory Committee or any of its individual members to examine and offer advice on issues of concern to the Federation.

ARTICLE VIII DUTIES OF OFFICERS

8.01 **President**

The President shall:

- (a) be responsible for the overall supervision and administration of the affairs of the Federation;
- (b) preside at general meetings and other such meetings of the Board;
- (c) in consultation with the Secretary-Treasurer, prepare agenda for meetings of the Board;
- (d) ensure that all policies and actions approved by the Federation and the Board are properly implemented;
- (e) represent the Federation at meetings of affiliated organizations as per Article IV of this By-law;
- (f) with the Board, establish and update job descriptions of Secretaries, Regional Reps, Committees, Committees chairs, the National Chair, the Director of Doping Education, Newsletter Editor(s), Translators, Webmaster and any other appointed position created by the Board;
- (g) with the Board, review and update the Guidelines /Protocol for Canadian Masters

Weightlifting Championships (2008.06.24) and appoint, if necessary, a Competition Technical Liaison to ensure appropriate implementation of Article XVI;

- (h) submit a written Annual Report to the Federation's Annual Meeting;
- (i) upon input from the Board and the Advisory Committee, appoint members of the Anti-doping Disciplinary Committee as described in the Anti-doping Policy;
- (j) accept bids for the Canadian Masters Weightlifting Championships and, with input from the Board and the Advisory Committee, select the winning bid; and
- (k) in consultation with the Board and the Advisory Committee, select the winning bid for any international masters weightlifting competition being hosted within Canada.

8.02 Vice-President

The Vice-President shall:

- (a) fulfill the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office of the President;
- (b) be responsible for the review and revision of the By-Laws of the Federation, for which they may be assisted by an ad hoc Policy and Procedures committee;
- (c) in cooperation with the Membership Secretary, be responsible for ensuring records of membership are kept; and
- (d) perform all specific duties assigned by the Board;

8.03 Secretary-Treasurer

The Secretary-Treasurer shall:

- (a) be responsible for circulating notices, agendas and minutes of the meetings of the Federation and of the Board;
- (b) ensure that minutes are prepared and that minute books are properly maintained for meetings of the Federation and the Board;
- (c) receive and disburse, as appropriate, all funds of the Federation and keep such records as required by the Federation;
- (d) submit a written Annual Report to the Federation's Annual Meeting, including an annual budget for the upcoming year;
- (e) work closely with the appointed public accountant to ensure that all documents are filed on time with Canada Revenue Agency as required by law;

- (f) if necessary, provide Corporations Canada the annual financial statements of the Federation not less than 21 days prior to the Annual Meeting;
- (g) ensure that the annual financial statement is sent out to all members, or made available to any member requesting a copy, not less than twenty-one (21) days but not more than sixty (60) days of the Annual Meeting; and
- (h) recommend to the Board whether the Federation should have an audit and, where required, assist in the selection of an auditor.

ARTICLE IX MEETINGS

9.01 Members

Members are entitled to receive notices of, and to attend, participate and vote at the general meetings of the Federation

9.02 Annual Meeting

The Annual Meeting of the Federation shall be held in conjunction with the Canadian Masters Weightlifting Championships or at such other time and place as decided by the Board in its sole discretion;

9.03 Special General Meetings

Special General Meetings must be called by the Board upon a request signed by at least one quarter (1/4) of the members in good standing of the Federation. At least thirty (30) days notice shall be given of the date, time and place and by sending the agenda to the members at least fifteen (15) days before the schedule date for the meeting.

9.04 Board Meetings

There shall be at least one meeting of the Board between successive Annual Meetings.

9.05 Notice of Annual Meeting and Agenda

The Annual Meeting shall be called by the President of the Federation by giving at least thirty (30) days notice of the date, time and place and by sending the agenda to the members at least fifteen (15) days before the scheduled date for the meeting.

9.06 Motions from Members

Motions from members of the Federation received by the Secretary-Treasurer at least ten (10) days before the scheduled date of the Annual Meeting shall be included in the agenda for that meeting. The Executive will determine if the motion is in order.

9.07 Addition to the Circulated Agenda

Items not included on the circulated agenda may be added to the agenda by moving an amendment to the motion to approve the agenda.

9.08 Statutory Agenda Items

Except at special general meetings, each general meeting shall be presented with the minutes of the previous meeting for approval and with a report of actions taken in the name of the Federation since the last meeting.

9.09 Moderator for Special General Meeting

The members requesting a special meeting may request that the President of the Federation (or her/his designate) be appointed to chair the meeting.

9.10 Special Roles

The President may, from time to time, appoint a Member to serve in the role of:

- (a) Monitor: to assist the chair with the timing of the agenda of a meeting; and
- (b) Recorder: to assist the chair with the organization, presentation and recording of ideas presented during the meeting.

ARTICLE X BOARD OF DIRECTORS

10.01 Powers and Duties

In addition to the other specific duties and powers assigned elsewhere in these By-Laws, the Board shall:

- (a) receive reports from the officers and from all committees of the Federation;
- (b) appoint the Executive officers of the Federation, subject to Section 7.01 of this By-law;
- (c) decide all financial policies and regulations that affect the duties and obligations of members;
- (d) set criteria for membership and decide all questions related to admission or loss of membership;
- (e) report on its activities to the Federation;
- (f) consider all matters brought before it by any member and, at its discretion, refer such to an appropriate committee for further study and possible action;
- (g) appoint members of the Advisory Committee and, when deemed necessary, seek their advice;
- (h) appoint the National Chair who may also serve as the CMWFHC team coach/manager;
- (i) appoint members of the ADC (Anti-doping Disciplinary Committee);

- (j) appoint a Federation member to serve as the CMWFHC weightlifting coach at international competitions when the National Chair is not available;
- (k) establish and update job descriptions of Federation positions, voluntary and paid;
- (l) decide which documents require the official seal;
- (m) review and update, as necessary, the Guidelines/Protocols For Canadian Masters Weightlifting Championships (Article XXVI); and
- (n) determine the criteria that must be achieved in order to break a Canadian Masters Weightlifting Record.

10.02 Quorum

A quorum for all meetings of the Board shall be two-thirds (2/3) of the Board.

10.03 Calling of Notice

Meetings of the Board shall be held at the call of the President or at the request of two members of the Board. At least fifteen (15) days notice shall be given of the date, time, place and agenda for meetings of the Executive.

10.04 Special Meetings and Telephone Meetings

In Emergencies, special meetings of the Board may be called at five (5) days notice, or the Board may conduct a special meeting with twenty-four (24) hours notice by telephone conference call.

10.05 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

ARTICLE XI COMMITTEES

11.01 The Board may establish or dissolve committees from time to time in order to effectively delegate matters in the conducting of its business.

11.02 Terms of reference for all Committees shall include:

- (a) the status of the committee (standing or ad hoc);
- (b) the type of committee (discussion, working, combination, task force, etc.);
- (c) the overall purpose;
- (d) any specific directives, defining goals and tasks;
- (e) the relationship to any other overlapping activities of the Federation;

- (f) the composition, including statements on any designated observers, and any authority granted to the chair to co-opt other members;
- (g) any specific mode of operation (such as meetings only by telephone);
- (h) an upper limit of expenses the committee can incur;
- (i) the preferred time and method for reporting;
- (j) the method of election or appointment of members and for filling casual vacancies;
- (k) the method of election of the chair; and
- (l) the terms of office for committee members and whether successive terms are permitted.

11.03 Convening

Meetings of committees shall be called by the chair. If no chair is designated, the person whose name appears first on the list of members shall convene the first meeting and the committee shall elect its own chair.

11.04 Telephone Meetings

The business of committees may be conducted by telephone conference calls in accordance with the rules for non-telephone meetings.

11.05 Quorum

A quorum for all committees shall be a majority of the eligible voting members.

11.06 Reports

All committee chairs and Advisory Committee members shall present annual reports at the Annual Meeting. Committees whose business is not completed at the time of the Annual Meeting shall present interim reports.

11.07 Composition

Each committee shall be composed of at least two (2) directors, together with any other Members as may be designated by the Board. Committee Members of committees who are not directors will serve as non-voting observers on such committees.

ARTICLE XII ELECTION TO AND REMOVAL FROM OFFICE

12.01 Eligibility for Office

Only members in good standing may serve as Board members or voting members of any committee of the Federation. The Anti-doping Disciplinary Committee is permitted to have

non-CMWFHC members, appointed by the Board, with voting privileges only at ADC meetings.

12.02 Directors

Directors shall be elected by the Federation members at its Annual Meeting. The election shall be conducted by written vote.

12.03 Officers

Officers shall be appointed by the Board, as described in Section 7.01 of this By-law.

12.04 Nominating Committee

The Board shall appoint a Nominating Committee consisting of three (3) members. The appointment shall be made at least three (3) months prior to the election.

12.05 Invitation for Nomination

At least two (2) months before the Annual Meeting, the Nominating Committee shall:

- (a) inform the membership of all vacant positions for directors and officers;
- (b) invite nominations to stand for elections to these positions; and
- (c) announce that the closing date for the receipt of such nominations shall be thirty (30) days before the scheduled date of the Annual Meeting.

12.06 Nominating Procedure

The Nominating Committee shall check that those who have been nominated are willing to serve if elected to office and shall ensure that at least one name is put forward for each vacant position, by making its own nominations for any positions for which no names have been received by the closing date. Nominations received by the Committee shall not be secret at any time and any candidate shall be free to withdraw in favour of another. The foregoing is not to preclude motions from the floor.

12.07 Ballot at the Annual Meeting

The report from the Nominating Committee shall be attached to the agenda circulated for the Annual Meeting and shall contain the names of all persons nominated and willing to serve. The ballot shall be conducted by two (2) scrutineers selected for this purpose by the Board. The results shall be reported to the Meeting through the Chair and shall be recorded in the minutes.

12.08 Term of Office

- (a) Served until Replaced

All directors shall be elected for a two (2) year term and shall continue to hold office

until their successors are elected or appointed or are removed from office by an action.

(b) Resignation

Any director or member of the Advisory Committee may resign her or his position by writing a letter of resignation to the Board.

12.09 Removal from Office

The position of a director or officer shall be automatically vacated:

(a) if a director or officer resigns by delivering a written resignation to the Board; or

(b) if at a special or general meeting of members a resolution is passed by two-third (2/3) of the members present at the meeting that the director or officer be removed from office at which meeting the person with due notice for such a meeting has been invited to make a statement; or

(c) upon death.

12.10 Vacancies

Subject to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board.

ARTICLE XIII VOTING MATTERS

13.01 Voting Rights

Each Board member shall have one (1) vote at meetings and in all elections and other motions;

13.02 Voting in Person

In order to cast a vote at a meeting of the Board or Annual Meeting, a Member must be present in the meeting room or have delivered their proxy in writing at the time the vote is taken.

13.03 Voting by the Chair

The Chair of a committee votes at the same time as other members and does not vote in order to break a tie. In the case of the appointment of a moderator to chair the meeting, the moderator shall not vote. This rule shall also apply at the Annual Meeting.

13.04 Votes for Motions

All motions at a meeting shall be decided by a majority of votes cast, unless otherwise required by these By-laws. Each question and resolution before a meeting of voting members shall be decided by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting by each individual voting. A tie vote on a motion shall be considered a defeated motion.

13.05 Vote for Elections

All elections for Board members shall be decided by a majority vote of those casting votes when there are more than two (2) candidates. Successive votes shall be cast until a majority is obtained.

ARTICLE XIV FINANCIAL MATTERS

14.01 Fiscal Year

The financial year of the Federation shall be from January 1st to December 31st, or such other period as the Board may from time to time determine.

14.02 Annual Financial Statements

- (a) An audited/reviewed statement of the accounts of the past financial year shall be prepared by the appointed public accountant for approval at the Annual Meeting of the Federation.
- (b) The audited/reviewed financial statements of the immediate past fiscal year shall be presented by the Secretary-Treasurer, for approval at the Annual Meeting of Members of the Federation.
- (c) The audited/reviewed financial statements and the report of the public accountant, if any, must be sent to the Director appointed under the Canada Not-for-Profit Federation Act before each Annual Meeting of members or immediately after the signing of a resolution in lieu thereof.

14.03 Annual Budget

A budget for the immediately following fiscal year shall be prepared by the Board in order to be presented by the Secretary-Treasurer for approval at the Annual General Meeting of Members of the Federation.

14.04 Appointment of the Public Accountant

The members of the Federation shall, at each Annual Meeting of members, appoint a public accountant to audit the accounts and annual financial statements of the Federation for report to the Members at the next Annual Meeting of members. This public accountant shall hold office until the next Annual Meeting of the members provided that the Executive may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Executive.

14.05 Membership Fee

The annual membership fee shall be fixed by vote of the Board provided that at least fifteen (15) days notice is given of any proposed change.

14.06 Remuneration

Board members and Advisory Committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, reasonable expenses for their attendance may be allowed at each regular or special meeting of the Board.

Nothing herein contained shall be construed to preclude any Board member or Advisory Committee member from serving the Federation as an officer or in any other capacity and receiving compensation thereof. Board members and Advisory Committee members shall serve as such without remuneration and no Board member or Advisory Committee member shall directly or indirectly receive any profit from their position as such, provided that a Board member or Advisory Committee member may be paid reasonable expenses incurred by themselves in the performance of their duties.

14.07 Limits on Expenditures

Expenditures of funds for any individual items that are in excess of 2% of the total expense budget for the current fiscal year shall require approval by a motion passed by the Board.

14.08 Books and Records

The Board shall see that all necessary books and records of the Federation required by the By-Laws of the Federation or by any applicable statute or law are regularly and properly kept.

14.09 Restrictions on Borrowing

The Federation shall not incur debts by borrowing money unless prior approval for such actions has been obtained by passage of a motion by the Board following at least four (4) weeks notice of such motion.

14.10 Signing Authority

(a) Signing Officers

The Board shall appoint up to three (3) signing officers. One (1) of the three (3) signing officers shall be the President of the Federation.

(b) Execution of Documents

Contracts, documents and other instruments made in the name of the Federation shall be binding upon the Federation when signed by any two (2) signing officers.

(c) Board Authority

The Board shall have authority and power to appoint, by resolution, an officer or officers on behalf of the Federation to certify a specific document, to sign specific contracts, documents and instruments in writing.

14.11 Standard of Care

Every director and officer of the Corporation in exercising his or her powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, articles, and by-laws of the Federation.

14.12 Limitation of Liability

Provided that the standard of care required of him or her has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or Member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Federation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Federation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

14.13 Indemnification

Every Board member, Advisory Committee member or other person who has undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation from against:

- (a) all costs, charges and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- (b) all costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

14.14 Banking Arrangements

The banking business of the Federation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Board and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE XV LANGUAGES, INTERPRETATIONS AND TRANSITION CLAUSES

- 15.01 In these By-laws and all other By-laws of the Federation hereafter passed, except where specifically defined herein, words, terms and expressions appearing in this By-law, including the terms "resident Canadian" and "unanimous shareholder agreement" shall have the meaning ascribed to them under the Act and unless the context otherwise requires, any reference to gender shall include both genders and words importing the singular number shall include the plural and vice-versa.
- 15.02 A French language translation of these By-laws shall be provided, but in cases of dispute, the English version shall prevail.
- 15.03 If possible, all Annual Reports should be prepared in both official languages. Translators are available to assist in this task.

ARTICLE XVI CANADIAN MASTERS WEIGHTLIFTING CHAMPIONSHIP

- 16.01 The Canadian Masters Weightlifting Championship shall be held annually according to the "Guidelines/Protocol For Canadian Masters Weightlifting Championships" (2008.06.24), herein referred to as "Guidelines" in this Section.
- 16.02 The Guidelines are periodically reviewed by the Board and include, but are not limited to, the following:
- (i) bidding process;
 - (ii) competition committee;
 - (iii) preparation;
 - (iv) competition personnel; and
 - (v) facility requirements.
- 16.03 Canadian Masters Record Policy and Masters Qualifying Totals, when required, are determined by the Board.
- 16.04 Members must complete the "Membership Anti-doping Waiver" as part of the registration for the Canadian Masters Weightlifting Championship and any national competition sanctioned by the Federation. In addition, they must also complete a Board approved on-line anti-doping educational course prior to the Canadian Masters Weightlifting Championship.
- 16.05 Canadian Masters Records must be achieved with at least two (2) of the three (3) adjudicating referees of National Level or higher.
- 16.06 The Board may require athletes with limited or no competitive experience or training without the benefits of a registered club to complete a PAR-Q & YOU form of the Canadian Society for

Exercise Physiology (or a similar one designed by the Board) as part of their registration to compete.

- 16.07 To encourage continued competition and recognize achievements of members above the age of seventy (70), the Federation recognizes additional age categories in five-year increments for both male and female athletes within Canada. Athletes within these categories are permitted to compete at the Canadian Masters Weightlifting Championships and to establish Canadian Masters Weightlifting Records.

ARTICLE XVII RULES AND REGULATIONS

- 17.01 Rules and Regulations

The rules and regulations of the Federation shall be those of the International Weightlifting Federation as amended by the IWF-MC where they are not in conflict with these By-laws.

- 17.02 Interim Rules and Regulations

The Board may make such rules and regulations, provided they are not inconsistent with these By-laws or any applicable laws, relating to the management and operation of the Federation as they may deem expedient, provided that such rules and regulations shall be in force and effect only until the next Annual Meeting when, unless confirmed at that meeting, they shall cease to be in force and effect.

ARTICLE XVIII ERRORS AND OMISSIONS

- 18.01 The accidental omission to give any notice to any Member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Board/Federation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE XIX FEDERATION SEAL

- 19.01 The Federation may have an official Seal in the form approved from time to time by the Executive. The President of the Federation shall be the custodian of the official Seal. This Seal shall be designated and referred to as the Seal of the Canadian Masters Weightlifting Federation. The Board shall decide which documents require the official Seal.

ARTICLE XX AMENDMENT

- 20.01 Subject to the By-Laws, the Board may by resolution make, amend or repeal any By-Law governing the business or affairs of the Federation. Such a regulation, amendment or repeal comes into force on the date of the resolution of the Board until the next annual meeting of members where there will be confirmation, rejection or modification of it by the members by ordinary resolution. If the regulation, amendment or repeal is confirmed or confirmed as amended by the members, it remains in effect in the form in which it was confirmed. All regulations, amendments or repeals cease to be effective if they are not approved by a two-thirds (2/3) majority of members at the next annual meeting of members. At least thirty (30) days prior to the annual meeting, a notice of the proposed by-law creation, amendment or removal (i.e. repeal) must be communicated to members either by email or on the website of the Canadian Masters Weightlifting Federation.
- 20.02 This section does not apply to a by-law that requires a special resolution of the members according to the Fundamental Change section the Act because such by-law amendments or repeals are only effective when confirmed by members.
- 20.03 A copy of the amended By-Laws must be sent to the Director appointed by the Minister of Innovation, Science and Economic Development Canada within twelve (12) months following the confirmation of the members.

ARTICLE XXI DISSOLUTION

- 21.01 In the event of the dissolution of the Federation, and considering that all Federation members are also members of Provincial or Territorial Weightlifting Associations of the Canadian Weightlifting Federation Haltérophilie Canadienne (CWFHC), all the remaining assets of the Federation, after payment of liabilities, shall be distributed equally among the Provincial and Territorial affiliates of the CWFHC.

ARTICLE XXII ADOPTION OF THESE BY-LAWS

- 22.01 Adoption by Board

These By-laws shall come into force on the date of passage by the Board and shall be ratified by the members entitled to vote at the next duly called Annual meeting of the Federation.

- 22.02 Repeal of Prior By-laws

In ratifying these By-laws, the members of the Federation repeal all prior By-laws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

CERTIFIED to be a By-Law of the Federation, as enacted by the directors of the Federation by resolution on the 15th day of May, 2019.

Dated as of the 15th day of May, 2019.

Mark Gomes, President

Jodi Podolas, Secretary