

OLD CLAUSE AND NEW CLAUSE

Old 1.01 Name of Federation

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

New 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.”

VII GOVERNANCE

Old 7.01A Executive

The Executive shall consist of the President, Vice President and the Secretary-Treasurer.

Old 7.01B Elected Board

The administrative structure of the Federation shall consist of a Board, the members of which shall be the Executive and up to two members of the Advisory Committee appointed by the Executive.

New 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.

New 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

New 7.03 Number of Directors

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

Old 12.02 Officers

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

New 12.02 Directors

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

New 12.03 Officers

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

New 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.

New 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.