

BY-LAWS

CANADIAN COLLEGIATE RODEO ASSOCIATION

Here set forth, in numbered clauses, the by-laws of the Corporation.

PART 1 – DEFINITIONS AND INTERPRETATION

1.1 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 statute or regulations that may be substituted, as amended from time to time;
- b. “Approved Institution” means any institution approved by the Advanced Education Institution of any Trades Program in British Columbia;
- c. “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. “Board” means the Directors of the Corporation;
- e. “By-laws” means these By-laws as altered from time to time;
- f. “CCRA events” means Collegiate Rodeo Competitions organized by the Corporation;
- g. “Chair” means a person elected to the office of Chair in accordance with these By-laws;
- h. "Director" means a person who has become a director of the Corporation in accordance with Part 5 of these By-laws;
- i. "Member" means a member of the Corporation as determined in accordance with Part 2 of these By-laws and includes Academic Members, Trades Members and Roughstock Members;
- j. “Officer” means an officer of the Corporation and includes the Chair, Vice-Chair, and such other officers as may be appointed from time to time;
- k. “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- l. “Persons” means a natural person;
- m. "Register of Members" means the register which lists the Members and their addresses;
- n. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

- o. “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
 - p. “Vice-Chair” means the vice-chair of the Corporation appointed pursuant to these By-laws.
- 1.2 The definitions contained in the Act shall apply to these By-laws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a gender include all genders, and words importing persons include individuals, corporations, partnerships, associations, trusts, and government authorities.
- 1.4 If there is a conflict between these By-laws and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail.

PART 2 – MEMBERSHIP

- 2.1 The Members of the Corporation are any individuals who have subsequently become Members in accordance with these By-laws and have not ceased to be Members.
- 2.2 Every member shall uphold the constitution and comply with these By-laws.

Academic Membership

- 2.3 A person may apply to the Board in writing for academic membership at any time. The person becomes a member on the Board’s acceptance, which acceptance can be withheld for any reason, of the application.
- 2.4 Individuals who qualify for academic membership (an “**Academic Member**”) will be full-time students, i.e, students who are attempting nine (9) credit hours, or equivalent, per semester in which they compete in CCRA events, save and except that:
- a. any student who has been officially accepted by an Approved Institution, has paid all necessary tuition and associated fees, and has officially registered in the required number of courses to be eligible as a full-time student will be eligible to be a member before the student’s registered classes are to begin in that semester; and
 - b. any student who is participating in a co-op, placement or practicum component through an Approved Institution that is:
 - 1) a recognized component of their academic program; or
 - 2) recognized for institutional creditwill be eligible to be a member in that term provided that the institution continues to declare the individual as a full-time student in that term.
- 2.5 Every Academic Member must maintain a grade point average (GPA) of at least 2.0 in every semester. At the beginning of the second semester in each academic year, each Academic Member must submit updated academic transcripts to the Corporation, unless they have not begun classes at the time, or are exempt under the co-op, placement and practicum rule as set out above.

Trades Membership

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- 2.6 A person may apply to the Board in writing for trades membership at any time. The person becomes a member on the Board's acceptance, which acceptance can be withheld for any reason, of the application.
- 2.7 Individuals who qualify for trades membership (a "**Trades Member**") will be students who have been accepted to an apprenticeship or trade school, who are either full-time students or part-time students who are also working on obtaining their required hours to complete the trade program, save and except that a student who is registered in an apprenticeship program or at a trade school who has completed their on-campus course prior to the end of the term will remain eligible to be a member subject only to confirmation that they have an approved work placement for their apprenticeship program in that term.

Roughstock Membership

- 2.8 A person may apply to the Board in writing for roughstock membership at any time. The person becomes a member on the Board's acceptance, which acceptance can be withheld for any reason, of the application.
- 2.9 Individuals who qualify for roughstock membership (a "**Roughstock Member**") will be:
- a. competitors who participate in bull riding, saddle bronc or bareback riding who are under the age of 21; and
 - b. competitors who compete in at least 50% of regular season scheduled CCRA events.
- 2.10 A Roughstock Member:
- a. may not be a Director or Officer of the Corporation; and
 - b. is not eligible to win a CCRA event finals title

General

- 2.11 The amount of the annual membership dues, if any, will be determined by the Board.
- 2.12 Each Academic Member and Trades Member who is in good standing shall be entitled to vote at a general meeting.
- 2.13 A Member will cease to be a Member:
- a. upon delivering the Member's resignation in writing to the Secretary or to the address of the Corporation;
 - b. one year from the commencement date of their membership;
 - c. on the Member's death;

- d. on the Member being expelled; or -
- e. if the Member is not in good standing for 6 consecutive months.

2.14 A Member is not in good standing if:

- a. the Member was not in attendance at the previous general meeting of the Corporation;
- b. the membership fees for the membership have not been paid;
- c. the person does not meet the requirements for their class of membership; or
- d. the Board, by Ordinary Resolution, has determined that the Member is not in good standing;

2.15 A Member may be suspended or expelled by an Ordinary Resolution of the Directors for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies and rules of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation; and
- d. with respect to a Roughstock Member, for any or no reason.

2.16 In the event that the Directors determine that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other officer as may be designated by the Board, will provide twenty (20) days' notice of suspension or expulsion to the member and will provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and will notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision will be final and binding on the member, without any further right of appeal.

2.17 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this Part 2 if those amendments affect membership rights or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

PART 3 – MEETINGS OF MEMBERS

3.1 General meetings of the Corporation will be held at such time and place, in accordance with the *Act*, as the Board decides.

- 3.2 Every general meeting of the Corporation, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 A quorum of Directors may, whenever they deem fit, convene a general meeting.
- 3.4 The Directors will call a general meeting in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 1/3 of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member in good standing who signed the requisition may call the meeting.
- 3.5 Notice of the time and place of a general meeting will be given to each Member entitled to attend at the meeting by the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, between twenty-one (21) and sixty (60) days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, between twenty-one (21) and thirty-five (35) days before the day on which the meeting is to be held.
- 3.6 Notice of a meeting will specify the date, time, and location of the meeting, and in the case of a special business, the notice must state the general nature of that business to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business. Where it is proposed that a Special Resolution be passed at a general meeting, the written notice of the meeting shall set out the text of the Special Resolution.
- 3.7 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the Members entitled to receive notice does not invalidate the proceedings of that meeting.
- 3.8 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held at any place within Canada determined by the B or, if all of the Members entitled to vote at such meeting so agree, outside Canada.
- 3.9 The only persons entitled to be present at a meeting of the Members will be the Members, the Directors, Officers, and the accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.
- 3.10 If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of the Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

- 3.11 If the Directors or the Members of the Corporation call a meeting of the Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting will be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 At a general meeting of the Members, the following business is special business:
- a. all business that is transacted at a general meeting except the adoption of rules of order; and
 - b. all business that is transacted at an annual general meeting, except for the following business:
 - 1) the adoption of rules of order,
 - 2) consideration of the financial statements,
 - 3) the report of the Board,
 - 4) the report of the auditor, if any,
 - 5) the appointment of the auditor, if required,
 - 6) other business that, under these By-laws, ought to be transacted at an annual general meeting or business that is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 4.2 A quorum at a general meeting of the Members (unless a greater number of members are required to be present by the Act) will be seventy-five (75%) percent of the Members entitled to vote at the meeting.
- 4.3 No business, other than the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not present.
- 4.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress will be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.5 If, within thirty (30) minutes of the time appointed for a general meeting, a quorum is not present, the meeting will stand adjourned to the same day in the next week, at the same time and location, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the appointed for the meeting, the Members present will constitute a quorum.
- 4.6 Subject to section 4.7, the Chair of the Corporation, or in his or her absence, the Vice-Chair, or in his or her absence, one of the other Directors present will preside as chair of the general meeting
- 4.7 If, at a general meeting:

- a. there is no Chair, Vice-Chair or other Director present within fifteen (15) minutes after the time appointed for the meeting; or
 - b. the Chair and all other Directors present are unwilling to act as chair, the Members present must choose one of their number to be the chair.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 Where a meeting is adjourned for ten days or more, notice of the adjourned meeting will be given as in the case of the original meeting.
- 4.10 Except as provided in these By-laws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 The order of business at a general meeting is as follows:
- a. elect an individual to chair the meeting, if necessary;
 - b. determine that there is a quorum;
 - c. approve the agenda;
 - d. approve the minutes from the last general meeting;
 - e. deal with unfinished business from the last general meeting;
 - f. if the meeting is an annual general meeting:
 - 1) receive the directors' report on the financial statements of the Corporation for the previous financial year, and the auditor's report, if any, on those statements,
 - 2) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - 3) elect or appoint directors, and
 - 4) appoint an auditor, if any;
 - g. deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
 - h. terminate the meeting.

PART 5 – RESOLUTIONS OF MEMBERS

- 5.1 A resolution proposed at a general meeting must be seconded.
- 5.2 The chair of a general meeting may move or propose a resolution.
- 5.3 At a general meeting, voting must be by a show of hands, an oral vote or another method that
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adequately discloses the intention of the Members, except that if, before or after such a vote, 2 or more Members request a secret ballot or a secret ballot is directed by the Chair, voting must be by a secret ballot.

- 5.4 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.
- 5.5 Voting by proxy is not permitted.
- 5.6 A matter to be decided at a general meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these By-laws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.
- 5.7 The chair of a meeting will not have a vote. In the case of a tie vote, the chair may have a vote to break the tie however, the chair cannot vote to create a tie, and if the chair does not exercise their power to vote to break a tie then the resolution will be deemed to be defeated.
- 5.8 A Special Resolution or an Ordinary Resolution consented to in writing by all Members or in the manner required by the Act shall be as valid as if passed at a duly called and constituted general meeting.

PART 6 – DIRECTORS

- 6.1 The Board will consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board will be comprised of the fixed number of directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.
- 6.2 Subject to the Articles, the Members will elect the Directors at the first meeting of the Members and at each succeeding annual meeting at which an election of Directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the first annual meeting of Members following the election.
- 6.3 The Directors may exercise all the powers and do all the acts and things that the Corporation may exercise and do, and that are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Corporation at a general meeting, subject to:
 - a. all laws affecting the Corporation;
 - b. these By-laws; and
 - c. rules, not being inconsistent with these By-laws, which may be made from time to time by the Corporation by Ordinary Resolution at a general meeting.
- 6.4 The Directors of the Corporation may, upon approval by the Members by way of a Special Resolution, from time to time:
 - a. borrow money on the credit of the corporation;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and

- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation,

for the purposes of financing a fund-raising venture or for purchasing equipment.

- 6.5 Every Director, Officer and committee member shall uphold the Articles of the Corporation and comply with these By-laws.
- 6.6 No rule made by the Corporation at a general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 6.7 No employee of the Corporation or any person receiving remuneration from the Corporation, other than for reimbursement of expenses, is eligible to be a Director.
- 6.8 A person must be qualified as required by the section 126 of the Act herein to become, act or continue to act as a Director of the Corporation.
- 6.9 A Director who is not, or who ceases to be, qualified under section 126 of the Act must promptly resign.
- 6.10 A Director will be required to consent in writing to be a Director of the Corporation.
- 6.11 A Director will continue to hold office for the duration of his or her term unless, prior to the expiration of his or her term of office, the Director:
 - a. resigns by sending notice in writing to the Secretary or to the address of the Corporation;
 - b. is removed by Special Resolution of the Members;
 - c. dies;
 - d. being declared or becoming of unsound mind;
 - e. is absent from three (3) consecutive meetings of the Board unless that Director has advised the Chair, or designated member for such purpose, of the meeting, of his or her intention to be absent and the reason for such absence and the Chair, or designated member for such purpose, is of the view that such reasons are valid and reasonable; or
 - f. if the organization which appointed the Director as the organization's Director of the Corporation provides written notice to the Chair of the revocation of appointment of the Director as the organization's Director of the Corporation.
- 6.12 A Director may be expelled by a Special Resolution of the Members passed at a general meeting.
 - a. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - b. The Director who is the subject of the proposed Special Resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special

Resolution is put to a vote. -

- 6.13 If a Director resigns his or her office or otherwise ceases to hold office, the organization which appointed the Director shall appoint a Director to take the place of the former Director.
- 6.14 Those Directors whose terms of office are completed will retire from office and their successors will be elected.
- 6.15 Retiring Directors are eligible for re-election for further terms.
- 6.16 No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.17 The duties of the Directors will be to govern and oversee the affairs of the Corporation and, without limiting the generality of the foregoing, the Directors will:
- a. establish governance policy for the effective management of the affairs of the Corporation;
 - b. develop, approve and periodically review the plans and policies of the Corporation;
 - c. approve annual budgets and operating plans of the Corporation;
 - d. ensure all programs, services and projects are managed and all reports are kept in accordance with the Act, all other applicable laws, regulations and contractual requirements of the Corporation;
 - e. file all financial and other reports that have to be filed after the annual general meeting as required by the Act, the *Income Tax Act* and any other applicable laws;
 - f. ensure the Corporation has at least one account with a chartered bank, credit union or trust company for the deposit of funds and appropriate controls are imposed on such accounts;
 - g. select and supervise the General Manager;
 - h. oversee the communication of information to Members;
 - i. ensure the proper management of Corporation finances and the maintenance of proper accounting records in respect of all financial and other transactions, including records of:
 - 1) all money received and disbursed by the Corporation and the manner in which the receipt and disbursement took place;
 - 2) every sale and purchase by the Corporation;
 - 3) every asset and liability of the Corporation; and
 - 4) every other transaction affecting the financial position of the Corporation; and
 - j. make available the accounting and financial records of the Corporation for the inspection of Directors and Members in accordance with the Act.

6.18 A Director must:

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- a. act honestly and in good faith with a view to the best interest of the Corporation;
- b. exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- c. act in accordance with the Act and the Regulations; and
- d. subject to a. and c. act in accordance with the By-laws.

6.19 Directors will be reimbursed for reasonable expenses necessarily incurred by the director in performing his or her duties as a director. To the extent permitted and not prohibited under the Act, the Corporation may indemnify a director or former director of the Corporation (and any individual who is or was a director or who holds or held an equivalent position in a subsidiary of the Corporation), and his or her representatives, and must indemnify such persons to the extent required under the Act, against penalties to which they are or may be liable, and expenses actually and reasonably incurred by them by reason of the director or former director, or other eligible party, being or having been a director, or holding or having held an equivalent position in a subsidiary of the Corporation. The Corporation may purchase and maintain insurance, for the benefit of directors or former directors, and individuals who hold or held an equivalent position in a subsidiary of the Corporation, and their representatives, against liability that may be incurred by reason of the director or other eligible party being or having been a director or holding or having held an equivalent position in a subsidiary of the Corporation.

PART 7 – PROCEEDINGS OF DIRECTORS

7.1 A Directors meeting may be called by the Chair, the Vice-Chair or by any 2 other Directors.

7.2 The Directors may hold meetings, in whole or in part, by conference telephone, video conferencing or other communication medium, if all of the Directors participating in the meeting are able to communicate with each other. A Director who participates by telephone conferencing, video conferencing or other communication medium in a meeting contemplated by this provision is deemed to be present and to have agreed to participate in this manner.

7.3 The quorum necessary for the transaction of the business of the Directors is seventy-five (75%) percent of the Directors. No business, other than the selection of a chair and the adjournment or termination of the meeting, will be transacted at any meeting of Directors at a time when a quorum is not present.

7.4 The Chair or the Vice-Chair will be the presiding chair of a meeting of the Board, but if at any meeting, neither is present within 30 minutes after the time appointed for holding the meeting, the Directors will choose one of their number to be the presiding chair of that meeting.

7.5 No less than fifteen (15) days' notice of each meeting of the Board, specifying the place, day, and time of that meeting must be given to each of the Directors, unless the Directors unanimously agree in writing to waive the notice period.

7.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of

the Directors entitled to receive notice does not invalidate the proceedings of that meeting.

- 7.7 The Directors may regulate their meetings and proceedings as they think fit. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office, nor if afterwards it is discovered that there was some defect in the appointment of any Director or that any Director was disqualified or expelled from the Corporation.
- 7.8 At a Directors meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Directors.
- 7.9 A matter to be decided at a Directors meeting must be decided by Ordinary Resolution unless the matter is required by the Act or these By-laws to be decided by Special Resolution or by another resolution having a higher voting threshold than the threshold for an Ordinary Resolution.
- 7.10 The chair of a meeting will not have a vote. In the case of a tie vote, the chair may have a vote to break the tie however, the chair cannot vote to create a tie, and if the chair does not exercise their power to vote to break a tie then the resolution will be deemed to be defeated.
- 7.11 A resolution in writing, signed by all the Directors and placed with the minutes of the Board, is valid as if regularly passed at a duly called and constituted meeting of the Board.
- 7.12 The Board may delegate, by Special Resolution, any, but not all, of its powers to committees consisting of such Directors and other individuals as they think fit.

PART 8 – LIABILITY AND INDEMNITY OF DIRECTORS

- 8.1 The Directors shall not be relieved from the duty to act in accordance with the *Act* and these By-laws, nor from liability that by virtue of any rule of law would otherwise attach to a Director in respect of negligence, default, breach of duty or breach of trust.
- 8.2 Subject to section 8.1, the Directors are hereby exonerated from any loss that may arise through any bona fide application of the fund, property and assets of the Corporation and for the purposes of the Corporation as set forth in the Constitution.
- 8.3 The Corporation may, subject to the provisions of the Act, indemnify a Director or former Director and his or her heirs and personal representatives, against all costs, losses, damages, charges and monetary claims suffered or incurred by such Director which may arise in connection with the activities of the Corporation or the performance of his or her duties as a Director, if:
 - a. he or she acted honestly and in good faith with a view to the best interests of the Corporation, and exercised the care, diligence, and skill of a reasonably prudent person; and
 - b. with respect to any criminal or administrative proceedings, he or she had reasonable grounds for believing that his or her conduct was lawful.
- 8.4 The indemnity authorized by this Part 8 shall be applicable only to the extent that such indemnity shall not duplicate any indemnity or reimbursement which a Director seeking indemnity

hereunder has received or shall receive otherwise than by virtue of this Part 8.

- 8.5 The Directors may from time to time cause the Corporation to enter into a contract to indemnify any Director, Officer, employee, agent or other person who has undertaken or is about to undertake any liability on behalf of the Corporation.
- 8.6 The Directors may cause funds to be expended by the Corporation for the purchase and maintenance of insurance for the benefit of any individual who is or was a Director, Officer, employee or agent of the Corporation against any liability incurred by such individual in their capacity as such.

PART 9 – COMMITTEES

- 9.1 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board will see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by an Ordinary Resolution of the Board.

Nominating Committee

- 9.2 At least ninety (90) days prior to the annual general meeting in each year, the Chair shall strike a Nominating Committee to be headed chaired by the immediate past Chair and the Nominating Committee shall be comprised of the Chair and not less than three (3) Members in addition to the immediate past Chair.
- 9.3 The Nominating Committee shall solicit two nominations, one of who will be a student, from each of the following organizations:
 - a. Olds College Rodeo Team
 - b. Lakeland College Rodeo Team
 - c. Central Alberta Rodeo Team
 - d. Northern Lights College Rodeo Team
 - e. University of Saskatchewan Rodeo Team
 - f. Southern Alberta Intercollegiate Rodeo Team
 - g. Red Deer Polytechnic Rodeo Team
 - h. any other organization the Nominating Committee deems appropriate
- 9.4 No person shall be nominated for office unless their consent to serve has been received.
- 9.5 Nominations may be made from the floor during the annual general meeting from Members in good standing.

PART 10 – APPOINTMENT OF AND DUTIES OF OFFICERS

- 10.1 The Board may designate the officers of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless these By-laws otherwise provide. Two or more offices may be held by the same person.
- 10.2 The Chair will:
- a. preside at all meetings of the Corporation and the Board;
 - b. supervise the other Officers in the execution of their duties;
 - c. be an ex-officio member of all committees;
 - d. supervise the implementation of the Articles and By-laws; and
 - e. exercise general care and supervision of the affairs of the Corporation.
- 10.3 The Vice-Chair will carry out the duties of the Chair during his or her absence or upon request, and when so acting, will have all the powers and be subject to all the responsibilities of the Chair.

PART 11 – NOTICES

- 11.1 Except as otherwise provided in these By-laws, a notice may be given to a Member, Director, Officer or committee member personally, or by regular mail, email or facsimile transmission to the person's mailing address, email address or facsimile number.
- 11.2 A notice sent by mail will be deemed to have been given on the fifth day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email or facsimile transmission will be deemed to be given on the day it is transmitted if the notice is transmitted before 4:00 pm on a weekday, or on the next day that is not a Saturday, Sunday, or holiday, if the document is transmitted after 4:00 pm.

PART 12 – GENERAL

Invalidity of Provisions of this By-law

- 12.1 The invalidity or unenforceability of any provision of these By-laws will not affect the validity or enforceability of the remaining provisions.

Dispute Resolution Mechanism

- 12.2 In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or these By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the

articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy will be settled by a process of dispute resolution as follows:

- a. The dispute or controversy will first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute will be settled by arbitration before a single arbitrator, who will not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration will be kept confidential and there will be no disclosure of any kind. The decision of the arbitrator will be final and binding and will not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section will be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section will be borne by such parties as may be determined by the arbitrators.

By-laws and Effective Date

- 12.3 The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the Members by Ordinary Resolution. The by-law, amendment or repeal is only effective on the confirmation of the Members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Dissolution

- 12.4 If the Corporation is dissolved under the Act, the funds remaining in the Corporation's treasury will be distributed first to satisfy any monetary commitments or obligations of the Corporation and if funds remain after such payments, the remainder will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the *Income Tax Act*.