



# ***PARACHUTIST INFORMATION MANUAL***

---

**PIM 3**

## **CONSTITUTION AND BYLAWS**

Revised: Oct, 2011

Canadian Sport Parachuting Association

300 Forced Road, Russell, Ontario K4R 1A1

## **ACKNOWLEDGEMENTS**

***The French translation was made possible  
Thanks to the financial assistance given  
By the Department of Secretary of State  
And Fitness and Amateur Sport Canada.***

***Copy was given to the Sport Information  
Resource Centre (SIRC) 333 River Road,  
Vanier, Ontario K1L 8H9***

**PARACHUTIST INFORMATION MANUAL**

*PART THREE  
Section 1*

*CONSTITUTION  
AND BYLAWS  
of the*

*CANADIAN SPORT PARACHUTING ASSOCIATION*

*AS RATIFIED BY THE MEMBERSHIP  
AT THE 29TH ANNUAL GENERAL MEETING  
OF THE ASSOCIATION*

*April 14, 1984  
Lake Louise, Alberta*

*APPROVED BY THE MINISTER OF CONSUMER  
AND CORPORATE AFFAIRS ON  
AUGUST 10, 1984*

*Canadian Sport Parachuting Association  
300 Forced Road  
Russell, Ontario  
K4R 1A1  
C A N A D A*

**SPECIAL RESOLUTION No. 9**

*A resolution amending, varying and restating the provisions of the letters patent and authorizing application for the issue of supplementary letters patent to confirm the same.*

*Revised: Dec., 2009 - Section 64.12*

***Revised: Oct. , 2011: Sections: 6.01 , 6.02, 21.02, 18.01, 18.04, 18.26,18.28, 18.29, 18.29.1, 18.31, 18.32, 18.37, 18.41,18.42, 18.51, 18.52,***

NAME:

1.01 *The new name of the Corporation shall be:*

*CANADIAN SPORT PARACHUTING ASSOCIATION/  
ASSOCIATION CANADIENNE DE PARACHUTISME SPORTIF.*

OBJECTS:

2.01 *The objects of the Corporation are to foster and govern sport parachuting throughout Canada to the benefit of all the members of the Corporation.*

2.02 *Parachute descents not made from power-driven or motor-less heavier-than-air or lighter-than-air machines capable of deriving support in the atmosphere from the reactions of the air shall not be deemed to be " sport parachuting ".*

2.03 *It is specially provided that the corporation may receive, acquire and hold gifts, donations, legacies and devises for the purpose of promoting its objects.*

OPERATIONS:

3.01 *The operations of the Corporation may be carried on throughout Canada and elsewhere.*

HEAD OFFICE:

4.01 *That the Head Office of the Corporation will be within the geographical area situated within the boundaries of the nation of Canada; and at such place therein as the Directors may from time to time determine.*

BORROWING POWERS;

5.01 *In accordance with section 65 of the Canada Corporations Act, it is provided that, when authorized by:  
A by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time,*

- (a) Borrow money upon the credit of the Corporation;*
- (b) Limit or increase the amount to be borrowed;*
- (c) Issue debentures or other securities of the Corporation;*
- (d) Pledge or sell such debentures or other securities for such prices as may be deemed expedient; and*
- (e) Secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation and the undertaking and rights of the Corporation.*

5.02 *Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.*

5.03 *Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.*

*MEMBERS NOT LIABLE:*

- 6.01 *No member of the Corporation shall, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Corporation.*

*MEMBERSHIP NOT TRANSFERABLE TERMINATION:*

- 7.01 *The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws from time to time in force.*

*WITHOUT PECUNIARY GAIN:*

- 8.01 *The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.*

*DISSOLUTION OR WINDING-UP:*

- 9.01 *It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more registered Canadian amateur athletic associations having like objects.*

CANADIAN SPORT PARACHUTING ASSOCIATION

SPECIAL BY-LAW No. 10

and

ORDINARY BY-LAW No. 11

*SPECIAL BY-LAW No. 10*

*A by-law respecting borrowing powers.*

*BE IT ENACTED and it is hereby enacted as a Special By-Law of*

**CANADIAN SPORT PARACHUTING ASSOCIATION**

*(hereinafter referred to as " the Corporation ") that :*

- 1 - *The Board of Directors of the Corporation may from time to time*
  - (a) *Borrow money upon the credit of the Corporation;*
  - (b) *Limit or increase the amount to be borrowed;*
  - (c) *Issue debentures or other securities of the Corporation;*
  - (d) *Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, and;*
  - (e) *Secure any such debentures, or other securities, or any other present or future borrowing of liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.*
  
- 2 - *From time to time the Board of Directors may by resolution*
  - (a) *Authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions to the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangement terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation and*
  - (b) *Delegate all or any of the powers conferred by this by-law to the President or Vice-President together with the Secretary or Treasurer of the Corporation to such extent and in such manner as the Board of Directors shall determine at the time of each such delegation.*
  
- 3 - *Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.*

ORDINARY BY-LAW No. 11 of  
CANADIAN SPORT PARACHUTING ASSOCIATION

(Hereinafter referred to as " the CSPA ")

A by-law relating generally to the internal business and affairs of the CSPA.

This Ordinary By-Law No. 11 was passed and sanctioned for the purpose of repealing, amending and restating, as the case may be, the provisions of all ordinary by-laws enacted, sanctioned and approved heretofore.

ALPHABETICAL INDEX BY SECTION

	SECTION
Agents & Attorneys	45
AMENDMENTS ETC.	
- of by-laws	64
- of Letters Patent	63
ANNUAL & OTHER RETURNS	
APPENDICES	
- form of proxy, AGM & SGM	A
- form of proxy, Regional & SRM	C
- nomination form for candidates to BoD	B
AUDITORS	56
- banking business	57
- bilingualism	4
BOOKS	
- of account	54
- of record	52
CHAIRMAN (see meetings and committees)	
CHEQUES, ETC.	58
COMMITTEES	
- ad hoc	51
- credentials	48
- membership	47
- scrutinizing	49
- standing	50
CORPORATE SEAL	71
CSPA VOTING RIGHTS, OTHER	61
DEFINITIONS	1
DIRECTORS	
- board of	23
- contracts with	33
- duties of	24
- election of	21/22
- indemnity of	31
- insurance for	32

- meetings of	28
- nomination of	20
- powers of	25
- protection of	30
- qualifications of	20
- removal of	26
- remuneration of	29
- vacancies BoD	27
EFFECTIVE DATE	72
EFFORTS	2
EMPLOYEES	43
EXECUTION OF DOCUMENTS	60
FIDELITY BONDS	46
FINANCIAL YEAR	55
HEAD OFFICE	70
MEETINGS	
- Annual General	18
- BoD	28
- Regional	21
- Special General	19
- Special Regional	22
MEMBERS/MEMBERSHIP	
- appeal procedure	17
- application	10
acceptance of	11
denial of	11
fees of	10
- classes of	5
- conditions of	6
- discipline of	17
- duties of	9
- expulsion from	16
- insurance for	62
- liabilities of	9
- nontransferable	13
- Nonvoting	6
- notice, given by	66
- notice, given to	65
- privileges of	8
- rights of	8
- suspension of	15
- term of	12
- termination of	13
- voting	6
- withdrawal from	14
- without pecuniary gain to	7

NOTICE, GIVEN OF	
- by the CSPA	65
- by members	66
OFFICERS	
- officers	34
- appointed - non-salaried	36
- salaried	37
- contracts with	33
- elected	35
- indemnity of	31
- insurance for:	
- powers/ duties of - All	34
Other	42
President	38
Secretary	40
Treasurer	41
Vice-President	39
- protection of	30
ORDER OF GOVERNING DOCUMENTS	68
PROXIES (see Appendices and meetings)	
PURPOSE & INTENT	73
QUORUM (see meetings)	
REPRODUCTION	69
RULES & REGULATIONS	3
RULES OF ORDER	67
SAFEKEEPING	59
TRUSTEES	44
VOTING ( see meetings )	

## **1. DEFINITIONS AND INTERPRETATION**

1.01 - *In these by-laws, unless the context otherwise requires,*

- (a) *words importing the singular number or the masculine gender shall include the plural number of feminine gender, as the case may be, and vice versa, and references to persons shall include societies, firms and bodies corporate;*
- (b) *"AGM" means the Annual General Meeting of the Voting Members of the CSPA;*
- (c) *"any" means one, some or all indiscriminately of whatever quantity, number, amount, kind or extent as the context so enables, provides or permits;*
- (d) *"Association" means any not-for-profit society, incorporated or unincorporated, which has as members at least (5) five Ordinary Members of the CSPA who have common interests in sport parachuting;*
- (e) *"BoD" means the Board of Directors of the CSPA;*
- (f) *"books" includes loose-leaf books where reasonable precautions are taken against the misuse of them;*
- (g) *"Chairman" means the presiding officer (MALE OR FEMALE) in respect of any meeting of the CSPA;*
- (h) *"Code of Ethics" means any set of professional standards of conduct governing Members or any group of Members as the case may be;*
- (i) *"CSPA" means Canadian Sport Parachuting Association - Association Canadienne de Parachutisme Sportif;*
- (j) *"Director" or "Regional Director" means an individual elected to the CSPA BoD pursuant to sections 21 or 22;*
- (k) *"Drop Zone" or "DZ" means any area or separate areas of land, water (including the frozen surface thereof) or separate areas of land and water - or any other supporting surface used or designed, prepared or equipped or set apart - including any buildings, installations and equipment in connection therewith, for use, either in whole or in part, full time or part time.*
  - (1) *for the arrival and departure, movement or servicing of jump aircraft;*
  - (2) *for the arrival of individuals or equipment by one or more parachutes; and*
  - (3) *for any other purpose secondary or non essential to the operation to the DZ;*
- (l) *"jump aircraft" means any power-driven or motor-less heavier-than-air or lighter-than-air machine, capable of deriving support in the atmosphere from the reactions of the air, suitable or made suitable for the safe exit, in flight, by parachutists or equipment or both; (note: " heavier-than-air " relates to lift derived from aerodynamic forces, and " lighter-than-air " relates to buoyancy in the air).*
- (m) *"Letters Patent" includes the Supplementary Letters Patent of the CSPA;*
- (n) *"Member" means any person who is a member in good standing of the CSPA, irrespective of subclass of membership held; (note: this term may be used where certain matters apply equally to both classes of membership)*
- (o) *"Nonvoting Member" means any person who is a member in good standing in respect of any subclass relating to Nonvoting Membership of the CSPA;*
- (p) *"not-for-profit" means without pecuniary gain to the members of an Association and any profits or other accretions thereto are to be used in promoting the objects of such Association'*
- (q) *"notice" means a printed announcement as defined in paragraph 65.01 (a) ;*
- (r) *"officer" means the Chairman or Vice-Chairman of the BOD, the President, Vice-President, Secretary, Treasurer, Comptroller, General Manager, Managing Director or any other individual who performs functions for the CSPA similar to those normally performed by an individual occupying any such office, or any other individual designated an officer by these by-laws or by resolution of the BoD;*
- (s) *"Operator" in respect of a Drop Zone, means the person in possession of the Drop Zone, whether as owner, lessee, hirer or otherwise;*
- (t) *"printed" means any form of printing or writing other than handwriting and includes any copy thereof;*

- (u) "Provincial" means related to any Canadian Province or Territory as the case may be;
- (v) "Region" means such territory as defined in subsection 21.02 of these by-laws;
- (w) "Regional Director" means director;
- (x) "SGM" means Special General Meeting as further defined in paragraph 19.01(a);
- (y) "Voting Member" means any person who is a member in good standing in respect of any subclass relating to Voting Membership of the CSPA; and
- (z) "written" and "in writing" included handwritten.

## **2. EFFORTS**

- 2.01 - *The CSPA shall direct its efforts for the common good of its Members and for the purpose of achieving its objects; by*
- (a) *fostering safety for all its participating Members;*
  - (b) *maintaining the role and function as that of the National Sport Governing Body for Sport Parachuting in Canada;*
  - (c) *fostering the highest possible level of competitive achievement by Canada in international sport parachuting events;*
  - (d) *establishing, maintaining and enforcing Codes of Ethics with respect to safety and competitions;*
  - (e) *fostering increased participation both at the recreational and competitive level;*
  - (f) *stimulating public awareness and foster public interest;*
  - (g) *fostering the highest standards of unity, sportsmanship and friendliness for all participants;*
  - (h) *providing assistance to obtaining assistance from, act as representative to and be represented by, any relevant government agency and other national or international bodies and,*
  - (i) *doing all such other things as are incidental or conducive to the attainment of the objects.*

## **3. RULES AND REGULATIONS**

3.01 - *The BoD may prescribe such rules and regulations not inconsistent with the Letters Patent and these by-laws relating to the management and operation of the CSPA as it deems expedient, provided that such rules and regulations shall have effect only until the next AGM unless confirmed thereat, and in default of confirmation thereat, cease to have effect at and from that time, and in that case no new rule or regulation of the same or like substance has any effect until confirmed at an AGM or SGM.*

3.02 - *Any rule or regulation that affects any Member in any manner may not be made effective unless and until notice thereof has been given in the minutes of the relevant meeting whereat such rule or regulation was passed.*

3.03 - *Unless expressly otherwise provided in these by-laws, the CSPA shall not, as a condition of membership, make any rule or regulation that limits, restricts or otherwise prescribes in any manner any provision with respect to any Association, firm or corporate or similar organizational/management/administrative structure; provided that nothing herein contained shall be construed to exempt any Member from adherence to the provisions contained in the Letters Patent, these by-laws or any Code of Ethics from time to time in force.*

## **4. BILINGUALISM**

4.01 - *The CSPA adheres to the bilingual policy of Canada, and relations with its Members shall be in French or English or both where required, and its international relations will be bilingual where appropriate.*

4.02 - *The bilingual policy shall be reflected in any document to any Member dealing with any matter and, where appropriate, with public relations and representation with any government agency and other national or international bodies.*

4.03 - The spoken language used at any AGM, SGM, Regional or Special Regional Meeting shall be English or French, provided that, in respect of any AGM or SGM, a full translation service shall be provided in such manner and to such extent as the BoD thinks fit.

## 5. CLASSES OF MEMBERSHIP

5.01 - There are two (2) classes of membership:

- (a) Voting Membership;
- (b) NonVoting Membership;

provided that nothing herein contained shall be construed to preclude the aforesaid membership classes from being divided into subclasses with each subclass having its own fee structure, terms, and, subject to subsection 3.03, conditions of membership.

## 6. CONDITIONS OF MEMBERSHIP

6.01- **VOTING MEMBERSHIP**; shall be open to any qualified person, upon payment of such fees and upon such terms and conditions for such subclass hereof, as are prescribed herein and elsewhere in these by-laws. Voting Membership is divided into three (3) subclasses, defined as follows;

- (a) **Provincial Councils**; an Association that is recognized or supported in any manner by their respective Provincial Government as the Provincial Sport Governing Body for Sport Parachuting or by two thirds (2/3) of the voting membership within the respective province attesting to being represented by said council;
- (b) **Clubs**; an Association other than as defined in (a) heretofore; and
- (c) **Drop Zone Operators**; any Operator that operates a DZ and who has as members, clients or supporters, at least five (5) Ordinary members of CSPA;

provided that a Voting Member, as such, shall have only one vote. Extended voting privileges are prescribed for Regional Votes in Section 21.01.

6.02 - **NON-VOTING MEMBERSHIP**; shall be open to any person who is interested in or desires to foster sport parachuting, upon payment of such fees and upon such terms and conditions for such subclass hereof, as prescribed herein and elsewhere in these by-laws. Nonvoting Membership is divided into eight (8) subclasses, defined as follows;

- (a) **Ordinary Member**; an individual who is a member of a member Club of the CSPA, or who is a client or supporter of a member Drop Zone Operator of the CSPA if said Drop Zone Operator is other than an Association and resides within said region;
- (b) **Member at Large**; an individual who does not wish or is ineligible to be a member relating to any other subclass of membership hereof;
- (c) **Lifetime Member**; an individual who, prior to March 04, 1995, paid a single non-refundable fee that entitles him to such membership, which, if not otherwise terminated pursuant to subsection 13.01, shall remain effective until his death;
- (d) **Honorary Member**; an individual who, at the sole discretion of the BoD, is considered entitled to such distinction;
- (e) **Honorary Lifetime Member**; an individual who, at the sole discretion of the BoD, for any reason, should be admitted as such; provided
  - (1) that their number shall not exceed three (3) at any one time; and
  - (2) that such admittance shall not come into effect until it has been ratified by at least two-thirds (2/3) of the votes cast at an AGM;

- (f) **Parachute Manufacturer:** any person that manufactures parachutes or any necessary or incidental part thereof and makes repairs thereto: and
- (g) **Industrial/Commercial;** any person in pursuit of any business or profession as defined in (f) heretofore, and who makes an annual contribution to further the objects of the CSPA.
- h) **Limited Member:** an individual who shares insurance offerings enjoyed by CSPA members for a shortened period of time compared to all other classes of membership not to exceed ninety 90 days in a calendar year. The cost, length and additional benefit inclusions to be determined by the BoD with changes to be made at any time with 15 days notice on the CSPA website.

## **7. WITHOUT PECUNIARY GAIN TO MEMBERS**

7.01 - No Member shall receive any remuneration for acting as such, but, by resolution of the BoD,

- (a) reasonable expenses incurred resulting from the performance or authorized duties on behalf of the CSPA may be allowed and paid; and
- (b) where any member serves the CSPA as an officer, trustee, committee member, agent, servant or in any other lawful capacity, reasonable remuneration therefor may be allowed and paid unless expressly prohibited by any provision of these by-laws.

## **8. RIGHTS AND PRIVILEGES OF MEMBERSHIP**

8.02 - Unless otherwise provided in these by-laws, Members shall be entitled to all the rights and privileges conferred to the subclass of membership such Member holds.

8.02 - The BoD may by resolution establish such rules and regulations governing rights and privileges related to any subclass of membership as it may deem expedient from time to time.

8.03 - Every member of a specific subclass has the right to equal treatment in the enjoyment of membership and participation in any event, without discrimination by reason of sex, but, as long as the Federation Aeronautique Internationale (FAI) allows parachuting competitions to be divided in male and female classes, the CSPA may do so likewise, provided that safety and competition rules remain the same for both, male and female.

8.04 - Every Member is entitled to receive a copy of the Constitution and By-Laws of the CSPA and any subsequent amendments thereto.

## **9. DUTIES AND LIABILITIES OF MEMBERSHIP**

9.01 - Members shall adhere to and be governed by all

- (a) Constitution and By-Laws;
- (b) Code of Ethics; and
- (c) Rules and Regulations duly made in accordance with these by-laws.

9.02 - The BoD may by resolution establish such rules and regulations governing duties and liabilities related to any subclass of membership as it may deem expedient from time to time.

9.03 - Members shall pay all fees, dues and other sums levied in accordance with these by-laws when they become due.

9.04 - Late payment of fees, dues and other sums levied are subject to interest charges at such rate and terms as the BoD may determine by resolution from time to time.

9.05 - All Members of a specific subclass shall be subject to equal duties and liabilities.

## **10. APPLICATION AND FEES FOR MEMBERSHIP**

10.01- Application for each subclass of membership, whether new or renewal, must be given to the CSPA in writing utilizing a prescribed form and be accompanied by

- (a) such documents as the BoD may determine by resolution from time to time;
- (b) such fees, dues and other sums levied at such terms and conditions, as may be varied only by the Voting Members at each AGM duly called for that purpose, provided if no such variation has been made, the prior established provisions shall continue to be effective until varied at a future AGM.

10.02- Each application for membership shall be considered in the first instance by the membership committee, or such subcommittee acting on behalf of the membership committee, as the BoD may by resolution determine from time to time.

10.03- The BoD may confer the membership committee with the power to accept applications with respect to any Ordinary Member or Member at Large, but may not do so with respect to any other subclass of membership.

## **11. ACCEPTANCE OR DENIAL OF MEMBERSHIP APPLICATION**

11.01- The membership committee shall consider each application for membership and- unless the applicant applies for membership other than Ordinary Member or Member at Large- shall either accept the application or refer it to the BoD for its consideration within thirty (30) days from the giving thereof.

11.02- If the membership committee is unwilling, unable or not authorized to accept an application, it shall forward to the BoD forthwith a copy of such application accompanied by its printed report containing all the particulars and recommendations with respect to such application.

11.03- The BoD shall examine the aforesaid application and report of the membership committee and, within sixty (60) days from the giving as specified in subsection 10.01, shall render its decision to either accept or deny the application.

11.04- If the BoD denies the application, the applicant member shall forthwith be given notice of the reasons of the denial and any prepaid monies shall be returned immediately.

11.05- With respect to any new application for membership, each applicant whose application has been denied shall, once in every calendar year, have the right to appeal in writing to the BoD for reconsideration

11.06- With respect to any renewal application for membership, each applicant whose renewal applications has been give to the CSPA within two (2) months from the date of this expiry, shall, if such application conforms to subsection 10.01, be deemed renewed.

11.07- If the BoD or the membership committee, as the case may be accepts the application, the Member shall be entitled to all the rights and privileges and be subject to all the duties and liabilities conferred to the subclass of membership so applied for.

11.08- Every applicant member shall upon acceptance forthwith be issued a membership certificate of such form as the BoD may determine from time to time, provided that such certificate must least identify

- (a) the name of the Member
- (b) the subclass of membership held and its expiry date
- (c) the identity of the member Club or member Drop Zone Operator by name or number if such applicant is a member, client or supporter thereof.

11.09-Every membership certificate that requires the approval of the BoD shall show the time and the place of its acceptance and bear the live signatures of the President and the Secretary and, in the case of Voting Membership, the seal of the CSPA shall be impressed thereon.

11.10-Each applicant member who has been accepted by the BoD shall be listed in the minutes of the BoD meeting whereat he was accepted.

## **12. TERM OF MEMBERSHIP**

12.01-Each subclass of membership shall become effective from the time of its acceptance and remains valid until the expiry of the term of such membership, unless the member ceases to be a member prior thereto in accordance with the provision of these by-laws.

12.02-Unless fixed in these by-laws, the term for any subclass of membership may only be varied by the Voting members at each AGM in accordance with the provisions of these by-laws.

## **13. MEMBERSHIP NOT TRANSFERABLE/TERMINATION**

13.01-The interest of a Member in the CSPA is not transferable and lapses and ceases to exist upon

- (a) his death
- (b) his resignation; or
- (c) his expulsion.

## **14. WITHDRAWAL FROM MEMBERSHIP**

14.01-Members may withdraw from membership in the CSPA at any time by resigning which shall become effective only from the giving of a duly executed letter or resignation by such Member to the CSPA.

14.02-Unless membership is renewed no later than two (2) months after its expiry date, the holder thereof shall be deemed to have resigned from such membership and the requirements of subsection 14.01 do not apply.

14.03-Every Member who withdraws from membership shall forfeit any prepaid membership fees as liquidated damages and not as penalty.

14.04-Each member who has withdrawn from the CSPA shall remain liable for payment of any fees dues and any other sums levied by the CSPA and so owing prior to the withdrawal from membership.

## **15. SUSPENSION OF MEMBERSHIP**

15.01-The BoD or the Voting Members at their meeting may by resolution, temporarily or indefinitely, suspend any Member from membership if

- (a) such member is found guilty of a serious offense as defined in subsection 15.02; or
- (b) such Member shall be dissolved or wound up;

provided that no Member shall be suspended unless and until the provisions of subsection 17.04 have been complied with.

15.02-For the purpose of subsection 15.01, a serious offense is defined as an act that

- (a) Willfully, flagrantly, or continuously violates the
  - (1) Constitution and By-Laws of the CSPA; or
  - (2) any Code of Ethics of the CSPA;
- (b) knowingly aids and abets in a willful violation of the
  - (1) Constitution and By-Laws of the CSPA; or
  - (2) and Code of Ethics of the CSPA;
- (c) in respect of any phase of parachuting, is so grossly negligent in conduct or imminently imperils any person or property in the air or on the ground, or wantonly disregards the safety of oneself or other persons.

15.03-Unless suspended by the Voting Members at their meeting, the BoD may by resolution reinstate any suspended member as it deems expedient from time to time and, unless expired, no additional membership fees shall be charged.

15.04-Every Member who has been suspended from membership shall forfeit any prepaid membership fees as liquidated damages and not as penalty, and, where such Member is a Voting Member, and Member shall also forfeit his voting rights.

15.05-Members who have been suspended from the CSPA shall remain liable for payment of any fees, dues and other sums levied and so owing prior to the suspension.

## **16. EXPULSION FROM MEMBERSHIP**

16.01-At the earliest AGM or SGM, the question of the suspension of a Member as aforesaid shall be put to the consideration of the Voting Members who shall determine by resolution if the suspended Member shall be expelled from the CSPA and have his membership terminated.

16.02-A Member may be expelled only by resolution of the Voting Members at an AGM or SGM, provided;  
(a) that the Member has been given notice by registered mail of the proposal to expel not less than thirty (30) days before the date of such AGM or SGM, unless waived by such Member in writing, and attendance by such Member thereat shall be deemed a waiver of notice thereof; and  
(b) said resolution has been passed by at least two-thirds (2/3) of the votes cast, and further provided that in default or failure of said resolution the Members' suspension shall be deemed to be lifted effective immediately.

16.03-A Member's expulsion shall become effective on the date of the AGM or SGM whereat such Member was expelled.

16.04-Unless the suspended Member was present at the AGM or SGM where the aforesaid resolution was considered, the CSPA shall forthwith send by registered mail to such Member the result of said resolution certified under the signature of the Chairman.

## **17. MEMBERS' DISCIPLINE AND APPEAL PROCEDURES**

17.01-The BoD may by resolution establish from time to time one or more sets of rules for the purpose of enforcing the provisions of the Constitution and By-Laws, Codes of Ethics and any other Rule or Regulation duly made in accordance with these by-laws; provided

- (a) such rules are clear and unambiguous;
- (b) such rules conform to the law;
- (c) that penalties are graduated in accordance with the severity of the violation;
- (d) any imposed sanctions shall be subject to well-established procedures of "natural justice".

17.02-For the purposes of this section, the imposition of a sanction is defined as the loss of any right that any Member has acquired and that

- (a) affects the suspension of membership;
- (b) dismisses a competitor at any competition;
- (c) dismisses a participant at any training camp;
- (d) prohibits or limits a Member in any way from
  - (1) instruction, coaching, rigging or judging; or
  - (2) conducting a course; or
- (e) affects other rights as established by at least two-thirds (2/3) of the votes cast at any AGM or SGM.

17.03-For each case where the proposed penalty is other than the imposition of sanctions, an Official of the CSPA shall be designated to administer said rules in the sequence of and in accordance with the following;

- (a) where it is alleged that a violation occurred, the Official must meet with the Accused, state the charges against him, and the penalty the Official plans to impose, whereupon the Accused shall be allowed to defend himself;
- (b) if thereupon the Official decides that a violation has been committed and to impose a penalty, the Official shall immediately inform the Accused and the Accused's elected Mediator;
- (c) if the Accused wants to appeal the decision, the Accused must go to his elected Mediator, and the said Mediator must talk to the Official about reconsideration; and
- (d) the penalty shall not go into effect until the said Mediator has talked to the Official about reconsideration.

17.04-For each case where the proposed penalty is the imposition of sanctions, a specifically designated Official shall be responsible for administering and rules in the sequence of and in accordance with the following:

- (a) where it is alleged that an offense occurred, the Official must meet with the Accused, state the charges against him, the penalty to be imposed, and the time and place of hearing which shall not be sooner than twelve (12) hours, unless the urgency of the situation dictates otherwise;
- (b) a disciplinary panel shall be established to conduct the hearing which shall be composed of the Official, the elected Accused Mediator, and one other individual who is a Member and who is agreeable to both the Official and the Accused;
- (c) at the hearing the Accused shall be allowed to:
  - (1) call evidence;
  - (2) testify personally;
  - (3) make submissions and arguments;
  - (4) cross examine witnesses from the "other side"; and
  - (5) be represented by someone else who need not be a Member.
- (d) the panel must decide whether the charges have been proven, and
  - (1) if convicted, the panel may impose a sanction not inconsistent with the severity of the offense;
  - (2) if the offense occurred out of circumstances that could have been avoided in any way, the panel must make recommendations to the BoD after the hearing;
  - (3) the panel must keep a written record of the grounds for its decision and give a copy thereof to the BoD after the hearing; and
  - (4) where possible, it shall keep an audio or audio-visual tape of the hearing;
- (e) neither the Official, nor the Accused, nor any other person may release any information about the case until after the hearing;
- (f) if convicted, the Offender shall be entitled to appeal the case in writing to the BoD;

- (g) the BoD may, by resolution, lower or increase the sanction as it thinks fit and, if it decides to dismiss the charges, the sanction imposed upon the Appellant shall be deemed overturned; and
- (h) the CSPA shall, upon reaching the decision as aforesaid, send by registered mail to the Appellant the result of said decision certified under the signature of the Chairman.

## 18. ANNUAL GENERAL MEETING

18.01- In this section,

- (a) "**Credentials**" means evidence showing that an individual is entitled to exercise official power at the AGM pursuant to these by-laws;
- (b) "**delegate**" means a qualified and duly authorized representative in attendance at the AGM;
- (c) "**form of proxy**" means a written or printed form that, upon completion and execution by or on behalf of the Voting Member, becomes a proxy;
- (d) "**observer**" means an individual duly appointed or invited who is entitled to gain admission at and to participate in the discussions held in the AGM, subject to the provisions of these by-laws and, in the absence thereof, subject to any rule of order as may be established by the Chairman from time to time;
- (e) "**ordinary by-law**" means special business for the purpose of enacting a by-law pursuant to section 64;
- (f) "**poll**" means a counting of votes cast upon a proposal;
- (g) "**proposal**" means any matter that may properly be raised at an AGM for the consideration of the delegates;
- (h) "**proxy**" means a completed and executed form of proxy by means of which a Voting Member has appointed a proxy holder or one or more alternate proxy holders as his representative to attend and act for him and on his behalf at the AGM in the manner and to the extent authorized and with the authority conferred by such proxy;
- (i) "**public**" means any person other than Members of the CSPA;
- (j) "**record date**" means a date fixed in advance of the AGM for the purpose of determining a time-limit or limits before or within which stated actions relating to the AGM must be carried out;
- (k) "**representative**" means an individual who is the personal representative or proxy holder of a Voting Member and who is entitled to act as delegate at the AGM, if otherwise qualified;
- (l) "**special business**" means any proposal of which notice specifying the intention to pass such proposal has been given pursuant to these by-laws;
- (m) "**special by-laws**" means an ordinary by-law with restricted enactment provisions pursuant to Section 64;
- (n) "**special resolution**" means a special by-law as further defined in Section 63 and for purposes as set forth therein;
- (o) "**voting-ballot**" means a card or cards of such design and colour, as the credentials committee determines, by means of which votes are cast at the AGM;
- (p) "**Physically present**" means a delegate who is in person at the AGM;
- (q) "**Virtually present**" means a voting member who is not present at the AGM in person but is present through internet or other means setup by the CSPA to achieve at minimum a one way voice connection to listen and a means to communicate a vote in return.
- (r) any word or phrase used in this section shall be understood to relate to an AGM, unless the context provides otherwise, and
- (s) words and phrases that are bold printed thus in this section are defined above in this subsection.

18.02-The language of any notice relating to an AGM shall be

- (a) French for those belonging to the Quebec Region;
  - (b) English for those belonging to a Region other than Quebec, and
  - (c) upon request, English or French;
- provided that, in lieu of the foregoing, any such notice may be given in both languages to all those entitled to receive same.

18.03-For the purpose of conducting its business the CSPA shall, at least once in every calendar year and not exceeding fifteen (15) months after holding the last preceding AGM, hold an AGM which

- (a) shall have an appointed time or opening not earlier than 8:00 nor later than 10:00 hours official local time at the date and place of such AGM;
- (b) shall be held at such Saturday and, if necessary, the following Sunday that is not within the twelve (12) day period immediately preceding, following or on any statutory holiday;
- (c) shall not be held more than two (2) times consecutively within each Region, and
- (d) shall be held at such place within said Region as the BoD thinks fit.

18.04-Each Voting Member shall, if otherwise qualified, be entitled

- (a) to receive all notices relating to an AGM;
- (b) to attend the AGM;
- (c) When physically present, either in person or by proxy; to move or second any proposal on its own behalf or on behalf of any member as they see fit;
- (d) When virtually present, to second any proposal on behalf of any member as they see fit;
- (e) to participate in the discussions held on any proposal; and
- (f) to cast one (1) vote upon any proposal.

18.05-The only persons entitled to attend shall be the representatives and others who, although not entitled to vote thereat, are entitled or required to be present under statute law or these by-laws.

18.06-The proposed and final agenda shall be formatted and, as such, shall govern the order of business as follows:

- (a) appointed time and place;
- (b) call to order and opening address by the Chairman;
- (c) roll call of all Voting Members entitled to vote, their respective delegates and announcement of quorum status;
- (d) adoption of the minutes of the previous AGM, subject to the provisions of subsection 18.50;
- (e) reports of all directors and officers and report on financial statements, report and appointment of the Auditor;
- (f) any other old business;
- (g) ratification of any action and decision of the BoD;
- (h) special business, if any:
  - (1) special resolutions;
  - (2) special by-laws;
  - (3) ordinary by-laws, and
  - (4) other
- (i) presentation of budget for the ensuing fiscal year;
  - (1) expenditures,
  - (2) government contributions, and
  - (3) membership revenue, fees, dues and assessments,
- (j) any other new business, and
- (k) adjournment

18.07 - The final agenda of any AGM at which special business is to be transacted shall include or make reference therein and attach appendices thereto stating:

- (a) the nature of said business in sufficient detail to permit the Voting Member to form a reasoned judgment thereon; and
- (b) the entire text of any ordinary by-law, special by-law or special resolution to be submitted to the AGM.

18.08 - For the purpose of determining Voting members entitled to receive notice, the BoD shall fix a record date which shall not precede by more than sixty (60) days or by less than forty (40) days the date on which the AGM is to be held and notice thereof shall, not less than thirty (30) days before the date so fixed, be given

- (a) to each Voting member
- (b) to each director
- (c) to each officer
- (d) to each committee member
- (e) to the Auditor, unless waived by him, and
- (f) to the immediate Past President, unless waived by him;

provided in respect of said notice, a proposed agenda shall be included therewith or attached thereto.

18.09 - If an AGM is adjourned for less than ninety (90) days it is not necessary to give notice of the adjourned AGM, other than by announcement at the earliest AGM that is adjourned.

18.10 - If an AGM is adjourned by one or more adjournments for an aggregate of ninety (90) days or more, notice of the adjourned AGM shall be given as for an original AGM.

18.11 - Any person entitled to receive notice pursuant to these by-laws may at any time and in any manner waive notice, and attendance by him at an AGM is a waiver of notice thereof, except where he attends for the express purpose of objecting to the transactions of any business on the grounds that such AGM is not duly called in accordance with the provisions of these by-laws.

18.12 - The announcement by the Chairman in his opening address that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice and, where any delegate makes objections thereto, the confirmation of said announcement included in or attached to the relevant minutes shall - if signed by the President, Secretary, or the Chairman of such AGM - be admissible in evidence as prima facie proof of the fact.

18.13 - An AGM may be held without notice if all the Voting Members entitled to vote are present thereat or represented by proxy duly appointed and raise no objection to the holding of same.

18.14 - No insignificant or minor errors or omissions in giving notice of an AGM or any adjournment thereof shall invalidate same or make void any proceedings taken thereat and any delegate may ratify, approve and confirm any proceeding taken or had thereat.

18.15 - Any Voting Member wishing to have any proposal placed on the final agenda must give to the CSPA notice of such proposal on or before the record date, but, where the CSPA has fixed the record date on a weekend or statutory holiday, such record date shall, for the purpose of this subsection, be deemed to have been postponed to the first business day of the CSPA after the end of such weekend or statutory holiday.

18.16 - Any proposal that contains an ordinary by-law, special by-law or special resolution shall comply with the provisions of sections 63 and 64.

18.17 - Subject to the provisions of subsection 18.19, the CSPA shall set out each proposal that has been given pursuant to subsection 18.15 in the final agenda or make reference therein and attach the proposal thereto, however, upon reviewing such proposal, the BoD may at any time advise the Voting Member

- (a) if it is in agreement or disagreement with the proposal; or
  - (b) that it is in agreement subject to certain specified changes;
- provided that the Voting Member may accept or reject any such advice as he thinks fit.

18.18 - If so requested by the Voting Member, the CSPA shall, subject to the provisions of subsection 18.19, include in the final agenda or attach thereto a statement by the Voting Member of not more than two hundred (200) words in support of the proposal and the name and address of such Voting Member.

18.19 - With respect to subsections 18.17 and 18.18, the CSPA need not comply if such proposal or statement

- (a) is given by or on behalf of a Voting Member who is under suspension
- (b) is not printed or, if printed, is so faint or blurred that it cannot be photocopied satisfactorily;
- (c) is printed in a language other than English or French;
- (d) contains any matter that may only be effected by special resolution or special by-law or pursuant to these by-laws, are at the sole discretion of the BoD;
- (e) contains any matter that may reasonably be assumed to be contrary to any statute law;
- (f) is contrary, in whole or in part, to these by-laws;
- (g) is given to the CSPA after the record date;
- (h) appears clearly to be given by the Voting Member primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the CSPA or any of its directors, officers, committee members or employees, or primarily for the purpose of promoting racial, religious or similar causes;
- (i) contains any matter dealing with the suspension or proposed expulsion of any Member that has been suspended;
- (j) has been, at the Voting member's request, included in or with a final agenda relating to an AGM held within two (2) calendar years preceding the receipt of such request, and the Voting Member failed to present the proposal, in person or proxy, at the AGM:
- (k) contained substantially the same matters and was given to the Voting Members in or with a final agenda relating to an AGM held within two (2) calendar years preceding the giving of the Voting member's request and the proposal was defeated;
- (l) appears clearly to be given by the Voting Member solely or largely for its own benefit; or
- (m) abuses the rights conferred by this subsection to secure public attention or acclaim to the prejudice of the CSPA.

18.20 - No Member shall hold the CSPA or any person acting on its behalf in contravention of these by-laws by reason only of circulating or not circulating a proposal or statement in exercising the provisions of subsection 18.19, but if the CSPA fails to circulate the proposal, such Member may personally give said proposal to any Voting Member at his own risk and expense and, where such proposal to any Voting Member at his own risk and expense and, where such proposal is carried with or without variation at the AGM, the CSPA shall repay such Member all reasonable expenses incurred by him respecting the giving thereof.

18.21 - The CSPA or any member thereof shall not hold any Voting member or any person acting on its behalf in contravention of these by-laws by reason only of giving a proposal or statement in exercising his privileges in accordance with the provisions of subsection 18.17.

18.22 - If the CSPA refuses to include a proposal in or with the final agenda of an AGM, the CSPA shall, within ten (10) days after the giving of said proposal, inform the Voting Member giving the proposal of its intention to omit the proposal from such agenda and send by registered mail to the Voting member a notice of the reasons for the refusal and when such notice is signed by or on behalf of the president, it shall be deemed the final decision of the CSPA.

18.23 - The CSPA shall, no later than ten (10) days after the record date as fixed under subsection 18.08, prepare an up-to-date list of Voting members entitled to receive notice; such list shall show the following;

- (a) the full name and address of each such Voting Member arranged in alphabetical order for each Region;
- (b) opposite its name shall be listed the number of Ordinary Members and Lifetime Members, if any who are member, client or supporter thereof as at the end of the preceding year; and
- (c) opposite the information under paragraph (b) hereof, shall be the full name and address of its chief executive officer.

18.24 - Each Voting Member named in the list prepared under subsection 18.23 is entitled to vote at the AGM, except to the extent that such Voting Member;

- (a) ceases to be a Member pursuant to the provisions of these by-laws after the record date; or
- (b) becomes suspended after the record date; or
- (c) is omitted from the list by error; unless such Voting Member,
  - (1) has his suspension lifted in accordance with the provisions of these by-laws;
  - (2) otherwise established that he is in good standing;

in which case the Voting member is, from then on, entitled to cast his vote at the AGM.

18.25 - Notice of the time and place of the AGM shall be given not less than thirty (30) days or more than sixty (60) days before the dated appointed therefor,

- (a) to each Voting Member entitled to notice;
- (b) to each director;
- (c) to each officer;
- (d) to each committee member;
- (e) to the immediate Past President, unless waived by him, and
- (f) to the Auditor, unless waived by him;

And included with or attached to the said notice shall be;

- (1) the list or lists of Voting Members of each Region as prepared pursuant to subsection 18.23;
- (2) the final agenda;
- (3) two (2) or more forms of proxy as per Appendix - A and;
- (4) two (2) or more forms for use by the Voting Member to appoint observers.

18.26 - Each Voting Member entitled to vote may by means of a form of proxy appoint a proxy holder or one or more alternate proxy holders who;

- (a) are required to be an Ordinary or Lifetime member or Member at Large;
- (b) are not employees of the CSPA;
- (c) are not members of the credentials committee.
- (d) are not participating by means other than physically present at the AGM.

18.27 - If a body corporate or Association is a Voting Member of the CSPA, the CSPA shall recognize any individual authorized by a resolution of the directors or governing body of the body corporate or association as its representative who may exercise if it were an individual Voting Member, provided that such individual is not a member of the credentials committee.

18.28 - Each physically present representative may represent no more than three (3) Voting Members and each Voting Member may not be represented by more than one (1) representative at any one time.

18.29 - In order to gain physical admission and vote, each representative shall present his credentials from the Voting Member to the credentials committee.

18.29.1 – Virtually present attendees must have registered for this access/status on or before the record date as outlined in 18.52; verification tools to be determined by CSPA may be setup to verify the eligible voting member at login time to assist in preventing misuse.

18.30 - The BoD and the Chairman may invite observers, who need not be Members, and who shall be entitled to attend and be heard at the AGM as the BoD or Chairman, respectively, thinks fit.

18.31 - Each delegate, unless virtually present, may at any time move or second a proposal to invite one or more observers who need not be members, and if carried, any such observer shall have the right to attend and be heard at the AGM as the delegates deem expedient.

18.32 - Each physically present Voting Member may appoint in writing no more than two (2) observers of its choice, provided such observers are Nonvoting Members.

18.33 - Unless overcrowded conditions exist, the Chairman shall in his opening address invite all Nonvoting Members who, although until this time were not entitled to be present, arrived at the place of the AGM for the purpose of attending same.

18.34 - Any invited or appointed observer, as defined in subsections 18.30 and 18.32, shall, if the Chairman so deems expedient, present his credentials to the credentials committee.

18.35 - Each invited or appointed observer, as defined in subsections 18.32 and 18.33, is entitled to present one brief to the AGM and may ask any delegate to have such brief moved as a proposal on his behalf and such observer is entitled to be heard in support of such proposal.

18.36 - If otherwise qualified, the Chairman shall be the President or, in his absence, the Vice-President, but, if neither of them is present within thirty (30) minutes after the time appointed of another Chairman shall forthwith be executed in the following sequence:

(a) the directors present shall choose one from their number;

(b) if all directors present decline to act as Chairman, they shall choose an officer

(c) if no director is present the officers present shall choose one from their number; or

(d) if no Officer is present or if all officers present decline to act as Chairman or, if no appointment has been made within sixty (60) minutes after the time appointed for the holding of such AGM, the delegates shall, without determination of quorum, choose one from their number.

18.37 - A quorum for the transaction of business shall consist of not less than one-quarter ( $\frac{1}{4}$ ) of the qualified Voting Members present in person,, represented by proxy or confirmed logged in virtually.

18.38 - If a quorum is not present at the opening of an AGM, the delegates may not transact any business except as stated in paragraph 18.36 (d) and subsection 18.48.

18.39 - If a quorum is present at the opening of an AGM or any adjournment thereof, the delegates may proceed with any business notwithstanding that a quorum is not present throughout the AGM, provided that a quorum must be present to determine any ordinary by-law, special by-law or special resolution.

18.40 - Each proposal for the consideration of the delegates shall be determined by the majority of votes cast unless otherwise provided in these by-laws.

18.41 - Unless a poll be demanded, the casting of votes shall be by show of hand-held voting ballots, by written word (yea, nay or abstain) when virtually present and any vote cast in any manner different than aforesaid shall be null and void.

18.42 - The Chairman or any delegate may demand a poll be taken after any vote by show of hand-held voting ballots, whereupon the Chairman shall take such poll in such manner as he deems expedient and the results thereof shall be deemed the decision of the CSPA; provided that, unless demanded by two (2) or more delegates, the person demanding such a poll may withdraw same. Virtually present votes can be reviewed on screen without the need to recast vote by said members.

18.43 - The Chairman shall take a poll in all cases of an apparent equality of votes and only when the results thereof remain undecided, shall he cast a deciding vote failing which the proposal shall be deemed defeated.

18.44 - Unless a poll be demanded, a declaration by the Chairman that a proposal has been carried or not carried shall be conclusive evidence of the fact without proof of the number or proportion of votes cast in favour of or against such proposal.

18.45 - The Auditor shall be appointed pursuant to subsection 56.02.

18.46 - For each day the AGM is in session, the Chairman may at any time, without explanation to or consent from the delegates, order one or more inconsecutive recesses not to exceed thirty (30) minutes each for an aggregate not exceeding two (2) hours.

18.47 - Appendix - A of these by-laws contains a suggested form of proxy.

18.48 - The delegates may - subject to the provisions of subsections 18.03, 18.09, and 18.10 - adjourn the AGM or any adjournment thereof, from time to time and from place to place, and such business may be transacted at such adjourned AGM as might have been transacted at the original AGM from which such adjournment took place and further provided that when a poll is demanded it shall be taken forthwith without adjournment.

18.49 - When it appears that there is no further business at the AGM, the Chairman may, if there is no response upon his stated question, " Is there any further business?" - which shall be stated three (3) times - declare that the AGM be adjourned for that reason, which shall be conclusive evidence of the fact that the AGM has been dissolved indefinitely.

18.50 - Minutes of an AGM or any adjournment thereof need not be read at the next AGM or adjournment, as the case may be, unless such minutes have not been given to the Voting Members at least thirty (30) days before the date appointed for the said next AGM or adjournment.

18.51 – The CSPA shall and will not be held liable/responsible should a virtually present member be disconnected from the AGM feed regardless of where the connection fault may lay nor will the CSPA be responsible for poor connections at any point. Loss of connection or logging out of the virtual AGM and any missed votes as a result will be counted as an abstention from votes that occurred during that period of time. Virtually present voting members are restricted as noted herein to, but not limited to the following;

- (a) No proxies permitted, must be actual voting member;
- (b) Cannot hold a proxy(ies) for other voting members;
- (c) Cannot make a motion;
- (d) Can second a motion;
- (e) Can vote on a motion using yea, nay or abstain; lack of response will be considered an abstention;
- (f) The CSPA BoD holds the right to determine a monetary charge for a voting members who opt to be virtually present at the AGM;
- (g) Any other such rule that may exist in section 18.

18.52 – Limits to the number of Virtually Present AGM voters;

- (a) Limit of fifteen (15) virtually present voters per AGM;
- (b) Voting members within the borders of the province where the AGM is being held are excluded from voting in this manner due to proximity to the event;
- (c) Available slots for the virtually present status will be on a first come, first serve basis via online form to be provided no later than 20 days prior to the record date. An announcement by electronic means to eligible voters will be sent with the time and date that the online form will be available no less than 7 days prior to the form being available;
- (d) Virtually present voting slots allocated per AGM that are left unclaimed after the record date will remain unclaimed for the duration of the AGM in question;
- (e) Voting slots once confirmed cannot be transferred to another voting member at any time; but the slot may be renounced with confirmation to CSPA head office by fax, email or registered letter no less 5 days after the record date;
- (f) A virtually present voting member that does claim a slot and does not present themselves at the AGM in a virtually present capacity or did not renounce their slot as per the above subsection (e) will forfeit their ability for such a slot at the following years AGM unless unclaimed slots exist after the record date.

## **19. SPECIAL GENERAL MEETING;**

19.01 - *In this section,*

(a) *"Special General Meeting" or "SGM" means a General Meeting of the Voting members of all Regions duly called in accordance with this section;*

(b) *"call" and "hold" in respect of a SGM includes cause to be "called" and "held", respectively.*

19.02 - *The BoD may at any time by resolution call a SGM for the transaction of any business, the general nature of which shall be specified in the notice calling such meeting.*

19.03 - *One-quarter (¼) or more of the Voting Members may request the BoD to call a SGM for any purpose connected with the affairs of the CSPA, provided the requisition specifies the general nature of the business to be presented at the SGM and is signed by the requisitioner and given to the CSPA.*

19.04 - *Said requisition may consist of several documents in like form signed by one or more requisitioners and the BoD shall forthwith upon the giving of the requisition to the CSPA call a SGM for the transaction of the business stated in the requisition.*

19.05 - *If the BoD does not within twenty-one (21) days from the date of the giving of said requisition call and hold said SGM, any of the requisitioners may call such SGM which shall be held within sixty (60) days from the date of the giving of the requisition.*

19.06 - *Notice of SGM called under this section shall be given as nearly as possible in the same manner as notice of an AGM is given pursuant to section 18, the giving of fourteen (14) days notice is sufficient for such SGM.*

19.07 - *A SGM held under this section shall be held as nearly as possible in the same manner as AGM's are held pursuant to section 18, but, notwithstanding anything in section 18, no director or officer who is in default respecting the calling of same may act as Chairman of such SGM.*

19.08 - *Notwithstanding anything in section 31 or any other provision of these by-laws, all reasonable expenses incurred by the requisitioners by reason of the failure of the BoD, or any officer charged with the duty, to call such SGM shall be repaid to the requisitioners by the CSPA and the amount so repaid shall be retained by the CSPA out of any monies due or to become due from the CSPA by way of reimbursement of expenses, fees or other remuneration, as the case may be, in respect of their services to such of the directors and officers as were in default, unless at such meeting the voting Members by a majority of the votes cast reject the repayment to the requisitioners.*

19.09 - *For the purposes of this section, the giving or causing the giving of notice by any requisitioner to the Voting Members pursuant to this section shall be given in accordance with any of the applicable provisions of section 65 but shall not be sent by registered mail.*

19.10 - *Subsection 18.47 shall apply to this section.*

## **20. QUALIFICATIONS AND NOMINATIONS OF DIRECTORS:**

20.01 - *In this section,*

- (a) **"Appendix - B"** means a nomination form to be used for the purpose of nominating and qualifying a candidate;
- (b) **"Candidate"** means any nominee who wishes to be elected for the office of Regional Director of a specified Region, and whose sworn Appendix -B has been given to the CSPA on or before the Record Date and includes with it, the names, addresses, phone numbers and signatures of five (5) voting or non-voting members from the region other than that of the candidate. (ref. para.6.01 and 6.02).
- (c) **"Member"** means any Ordinary Member or Lifetime Member and who is registered with the CSPA as being a member, client or supporter of any member Club or member Drop Zone Operator as defined in subparagraph 21.01 (a) (2), or, if such individual is a Member at Large, has his principal place or residence within a specified Region;
- (d) **"Nominee"** means any individual who has completed Appendix - B;
- (e) **"Record Date"** means the record date as established pursuant to subsection 18.08, but, where the CSPA has fixed the said record date on a weekend or statutory holiday, such record date shall be deemed to have been postponed to the first business day of the CSPA after the end of such weekend or statutory holiday;
- (f) any word or phrase used in this section shall be understood to relate to the preliminaries of a Regional Meeting of the CSPA; and
- (g) words and phrases that are bold printed thus in this section are defined above in this subsection.

20.02 - *Any individual shall disqualify himself as a nominee, and as such, shall not completed Appendix - B, if;*

- (a) *he is not of the full age of eighteen (18 ) years or more;*
- (b) *he does not have power under law to contract;*
- (c) *he is not a Member or if his membership is under suspension;*
- (d) *his principal place or residence is situated outside the specified Region;*
- (e) *he is not a Canadian Citizen or has not been lawfully admitted to Canada for permanent residency in Canada; or*
- (f) *he is a salaried employee of the CSPA, either part-time or full-time;*
- (g) *he is an editor of the Associations magazine CanPara.*
- (i) *he does not have the requisite number of signatures of members in good standing from that region*

20.03 - *For the purposes of this section, any nominee, who is an Ordinary or Lifetime member residing within a specified Region, but, who is registered with the CSPA as being a member, client or supporter of a member Club or Drop Zone Operator that operates principally outside said Region, shall be deemed a Member at Large and thus be a Member; provided that this privilege shall lapse and cease to have effect upon the failure of such nominee to become a candidate or being elected to the BoD, whichever comes first, or, if he is elected to the BoD, upon the expiry or renewal of his membership.*

20.04 - *Any sworn Appendix - B shall be deemed to contain the bonafide thereof and shall be admissible in evidence as prima facie proof of all matters contained therein.*

20.05 - *The provisions of this section are directory only, and no sworn Appendix - B given to the CSPA on or before the record date shall be held void or voidable on account only of any irregularity or insufficiency in respect of any matter pertaining to the execution thereof or statements contained therein.*

20.06 - *Notwithstanding anything in subsection 20.05, any nominee shall only be disqualified as a candidate and, as such, his name may not be placed on any ballot, if his Appendix - B,*

- (a) *has not been given to the CSPA on or before the record date; or*
- (b) *has not been sworn.*

20.07 - The nomination form shall be as per Appendix - B which shall form part and parcel of these by-laws.

20.08 - Upon the giving of any completed Appendix - B, the CSPA shall establish the sufficiency thereof pursuant to subsection 20.06, and, if so found sufficient, shall forthwith give notice thereof to the candidate, but, if found insufficient, the CSPA shall forthwith give notice to the nominee - in the first instance by telephone, if possible, followed up by registered mail - of the details of such insufficiency and shall include therewith a copy of his Appendix - B so given.

## **21. ELECTION OF DIRECTORS - REGIONAL MEETING**

21.01 - In this section,

- (a) "**Voting Member**" means a Voting Member with respect to a Region.
  - (1) A Provincial Council, operates within such Region; or
  - (2) A Club or a Drop Zone Operator, operates principally within the said Regional and is registered as such with the CSPA; or
  - (3) An individual who is a member of a member club of the CSPA, or who is a client or supporter of a member Drop Zone Operator of the CSPA if said Drop Zone Operator is other than an Association; and reside within said Region; or
  - (4) An individual who does not wish or is ineligible to be a member relating to any other sub-class of membership hereof; and reside within said Region; or
  - (5) An individual who is an Ordinary member or Member at Large and who paid a single non-refundable fee that entitles him to such membership, which if not otherwise terminated pursuant to Sub-Section 13.01, shall remain effective until his death; and reside within said Region;
- (b) Where any part of section 18 is made applicable to any subsection hereof, it shall be deemed to have the same force and effect as if printed herein, but, in so applying them, the term " AGM " means " Regional Meeting ".
- (c) any word or phrase used in this section shall be understood to relate to a Regional meeting of the CSPA, unless the contest provides otherwise; and
- (d) words and phrases that are **bold printed** thus, in this section are defined above in this subsection or in subsection 18.01 or 20.01.

21.02 - For the purposes of this section, Canada shall be divided into six (6) regions as follows:

- (a) **WESTERN REGION:** the geographical area situated within the boundaries of the Province of British Columbia and the Yukon Territories;
- (b) **MID-CANADA REGION:** the geographical area situated within the boundaries of the Province of Saskatchewan and Manitoba and the Nunavut Territories
- (c) **ONTARIO REGION:** the geographical area situated within the boundaries of the Province of Ontario;
- (d) **QUEBEC REGION:** the geographical area situated within the boundaries of the Province of Quebec;
- (e) **EASTERN REGION:** the geographical areas situated within the boundaries of the Province of New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland;
- (f) **MID-WEST REGION:** the geographical area situated within the boundaries of the Province of Alberta & the Northwest Territories.

21.03 - For the purpose of electing Regional Directors, the CSPA shall, at least every second (2nd) calendar year, hold a Regional meeting whereat the Voting Members of each Region may elect their member of the BoD

- (a) in the even numbered years for the:
  - (1) Mid-West Region
  - (2) Mid-Canada Region; and
  - (3) Quebec Region; and
- (b) in the odd numbered years for the:
  - (1) Western Region; and
  - (2) Ontario Region; and
  - (3) Eastern Region;

provided that, where there is only one or no candidate, no Regional Meeting shall be held.

21.04 - Where there is only one candidate, such candidate shall, by acclamation, be deemed elected for the office of Regional Director.

21.05 - The BoD shall be composed of six (6) Regional Directors but only one (1) director per Region may hold office as such at any one time.

21.06 - (Reserved)

21.07 - Each Regional Meeting shall be held at such place within the Region and, subject to the provisions of this section, at such time as the BoD thinks fit.

21.08 - Subsection 18.02 is made applicable herein ( Re: language)

21.09 - Each Voting Member shall, if otherwise qualified, be entitled;

- (a) to receive all notice relating to his Regional Meeting;
- (b) to attend his Regional Meeting, either in person or by proxy; and
- (c) to cast one (1) vote for the candidate of his choice.

21.10 - Subsection 18.05 is made applicable herein. (Re: attendance)

21.11 - The agenda shall be formatted and, as such, shall govern the order of business as follows:

- (a) appointed time and place;
- (b) call to order and opening address by the Chairman;
- (c) roll call of all Voting Members entitled to vote, their respective delegates and announcement of quorum status;
- (d) roll call of all candidates and announcement of those candidates who, in the meantime, have withdrawn their candidacy;
- (e) appointment and approval of the scrutinizing committee members;
- (f) election by recorded ballot;
- (g) announcement of the election results by the Chairman;
- (h) closing remarks by the Chairman; and
- (i) dissolution of the meeting;

provided that said agenda shall stipulate that no candidate may conduct any public campaign activity, whether verbal, printed or written, at the place of the Regional Meeting.

21.12 - Concurrently with the giving of notice related to an AGM as determined under subsection 18.08, the CSPA shall include therewith or attach thereto at least two (2) Appendix - B forms for the purpose of nominating a candidate, provided that such forms need be provided only to those as specified in subsection 21.14.

21.13 - *The following subsections are made applicable herein:  
18.11, 18.12, 18.13, 18.14, and 18.24.*

21.14 - *Concurrently with the giving of notice related to an AGM as determined under subsection 18.25, the CSPA shall give notice of the time and place of the Regional Meeting*

- (a) to each Voting Member entitled to notice;*
- (b) to all directors;*
- (c) to all committee members residing within the Region;*

*and included with or attached to the said notice shall be:*

- (1) the agenda;*
- (2) the list of candidates and a copy of the Appendix - B of each candidate, all of which shall be non-red colour paper;*
- (3) the list of nominees who have been disqualified pursuant to subsection 20.06 and a copy of their Appendix - B, all of which must be on red colour paper;*
- (4) a statement by the candidate not exceeding one letter size page in support of his candidacy, provided such statement has been given to the CSPA on or before the Record date;*
- (5) at least two (2) forms of Proxy as per Appendix - C; and*
- (6) at least two (2) forms for use by the Voting Member to appoint observers.*

21.15 - *Each Voting Member entitled to vote may by means of a Form of Proxy, appoint a proxy holder or one or more alternate proxy holders who*

- (a) are required to be a Member;*
- (b) are not employees of the CSPA; and*
- (c) are not members of the credentials or scrutinizing committees.*

21.16 - *Subsection 18.27 is made applicable herein subject to further restrictions as set forth in paragraphs (a), (b) and (c) of subsection 21.15.*

21.17 - *Each representative may represent no more than the aggregate of Voting Members less one (1), and each Voting Member may not be represented by more than one (1) representative.*

21.18 - *The following subsections are made applicable herein:  
18.29, 18.30, 18.31, 18.32, 18.33, 18.34, and 18.46.*

21.19 - *If otherwise qualified, the Chairman shall be the President or the Vice-President, or any Member or one or more alternate Members appointed by the BoD, but, if none of them are present within fifteen (15) minutes after the time appointed for the holding of the Regional Meeting, the Members present shall choose one from their number, provided always that in no case shall the Chairman*

- (a) be a candidate*
- (b) be a delegate*
- (c) be the incumbent Regional Director, or*
- (d) be a member of the scrutinizing committee*

21.20 - *A quorum for the transaction of business shall consist of not less than one-quarter (¼) of the qualified Voting Members present in person or represented by proxy, provided that all or no less than two representatives shall be in attendance, who for quorum purposes, shall not be*

- (a) employed by the CSPA*
- (b) the Chairman*
- (c) a member of the credentials or scrutinizing committee*
- (d) the incumbent Regional Director; or*
- (e) a candidate.*

21.21 - *No election shall take place if a quorum is not present at any Regional meeting.*

21.22 - *A Regional Meeting may not be adjourned beyond the day whereon same is held.*

21.23 - *If a quorum is present, the election shall proceed by recorded ballot and each proxy holder shall use his proxy as ballot or this purpose.*

21.24 - *A proxy used for the purpose of a ballot may designate one or more alternate candidates and, where a candidate withdraws in the meantime, the next alternate candidate shall be entitled to such vote.*

21.25 - *The Form of Proxy for the purpose of this section shall be as per Appendix - C, which shall form part and parcel of these by-laws.*

21.26 - *The scrutinizing committee shall record all votes cast with respect to*

- (a) the identity of the Voting Member*
- (b) the name of the delegate of each Voting Member, and whether or not such delegate is a proxy holder of said Voting Member*
- (c) spoiled or invalid ballots*
- (d) in favour of whom each Voting Member casts his vote.*

21.27 - *With respect to subsection 21.26, the minutes of the Regional Meeting shall not show the results or paragraph (d) thereof.*

21.28 - *A ballot shall be deemed spoiled or invalid if*

- (a) such ballot is a proxy and
  - (1) is not duly executed, or*
  - (2) does not contain the name of any candidate; or**
- (b) such ballot is other than a proxy and
  - (1) is blank*
  - (2) contains the names of two or more candidates, or*
  - (3) contains one or more names other than that of candidates.**

21.29 - *( RESERVED )*

21.30 - *The candidate in favour of whom the most votes are cast shall be deemed elected for the office of Regional Director and his term of office shall commence from the dissolution or adjournment of the earliest AGM following the time of his election until the dissolution or adjournment of the AGM held in the second calendar year after he takes office.*

21.31 - *Notwithstanding anything in subsection 21.09, where the results of the election show an equality in the highest number of votes cast in favour of two (2) or more candidates, each delegate shall cast one (1) additional vote without proxy in favour of one of the candidates that received the highest equal number of votes, and, where in the opinion of the Chairman the probability of a subsequent equality of votes may be reduced, the Chairman may also cast a vote, and, if still undetermined, this process shall be continued until determined.*

21.32 - *No ballot or any record of the scrutinizing committee shall be destroyed unless and until the candidates and the delegates have given their unanimous consent or the candidate elected has been reelected or another individual has been elected in his stead at any subsequent Regional or Special Regional Meeting.*

21.33 - *Where there is any irregularity alleged by any candidate or delegate and no consent pursuant to subsection 21.32 has been given, the delegates shall try to resolve the irregularity, failing which the scrutinizing committee shall immediately forward all the ballots and the aforesaid records to the President of the CSPA for final determination by the BoD.*

21.34 - *If an election of the Regional Director is not held in accordance with this section, or if the outcome thereof remains undetermined, the incumbent director shall continue in office until his successor is elected.*

21.35 - Subsection 18.49 is made applicable herein.

21.36 - (RESERVED)

21.37 - The Chairman shall appoint the members of the scrutinizing committee whose members shall not be less than two impartial and independent individuals who need not be a Member and, as such, said committee members may not be

- (a) the Chairman
- (b) employed by the CSPA
- (c) a director, officer or member of any other committee of the CSPA except the credentials committee
- (d) a candidate
- (e) a delegate;

provided that each member of the scrutinizing committee so appointed shall have the assent of the majority of the delegates and candidates present, and, where there is an equal number of assenters and dissenters, the Chairman shall make the final determination.

## **22. SPECIAL REGIONAL MEETING**

22.01 - In this section:

- (a) "Special Regional Meeting" or "SRM" means a Regional Meeting of the Voting Members of a Region duly called for the purpose as set forth in this section
- (b) "Call" and "Hold" in respect of a SRM includes cause to be "called" and "held", respectively.

22.02 - The BoD may by resolution, if otherwise unable or unwilling to fill a vacancy, call a SRM for the filling of a vacancy in the office of Regional Director.

22.03 - One or more SRM's as the case may be, shall be called pursuant to subsection 27.02.

22.04 - The general nature of a SRM shall be specified in the notice calling same.

22.05 - Notwithstanding anything in section 31 or any other provision of these by-laws, all reasonable expenses incurred by the Voting Members mentioned in subsection 22.08 and mentioned in 27.02 by reasons as set forth therein shall be repaid to such Voting Members by the CSPA and the amount so repaid shall be retained by the CSPA out of any monies due or to become due from the CSPA by way of reimbursement of expenses, fees or other remuneration, as the case may be, in respect of their services to such of the directors or officers as were in default, if any.

22.06 - One quarter ( $\frac{1}{4}$ ) or more of the Voting members of a Region may request the BoD or Secretary to call a SRM for purposes as set forth in either subsection 26.04 or 27.01, provided the requisition specifies said purposes and is signed by the requisitioners and given to the CSPA.

22.07 - Said requisition may consist of several documents in like form signed by one or more requisitioners and the BoD shall forthwith upon the giving of the requisition to the CSPA call a SRM for the transaction of the business stated in the requisition.

22.08 - If the BoD does not within twenty-one (21) days from the date of the giving of said requisition call and hold said SRM, any of the requisitioners, being Voting members, may call such SRM which shall be held within sixty (60) days from the date of the giving of the requisition to the CSPA.

22.09 - Notice of a SRM called under this section shall be given as nearly as possible in the same manner as notice of Regional Meetings are given pursuant to section 21, but, notwithstanding anything in said section 21, the giving of fourteen (14) days notice is sufficient for such SRM.

22.10 - A SRM held under this section shall be held as nearly as possible in the same manner as Regional Meetings are held pursuant to section 21, but, notwithstanding anything in section 21, no director or officer, if any, who is in default respecting the calling of such SRM may act as Chairman of such SRM.

22.11 - For the purposes of this section, the giving or causing the giving of notice by any Voting Member to the Voting Members of his Region pursuant to subsection 22.08 or 27.02 shall be given in accordance with any of the applicable provisions of section 65 but shall not be sent by registered mail.

22.12 - Subsection 21.25 shall apply to this section.

### **23. BOARD OF DIRECTORS**

23.01 - The BoD shall be composed of six (6) Regional Directors, four (4) of whom shall constitute a quorum for the transaction of business at any BoD meeting.

23.02 - A Regional Director, if otherwise qualified, shall be eligible for re-election pursuant to section 20, 21 and 22 of these by-laws.

23.03 - A Regional Director is entitled to receive notice of and to attend and be heard at every AGM and SGM, but, in his capacity as such, shall not be entitled to vote thereat, however, nothing herein contained shall be construed to preclude a Regional Director from voting at an AGM or SGM or any adjournment thereof if he is a Voting Member or if he represents one or more Voting Members, either in person or by proxy, or both.

### **24. DUTIES OF DIRECTORS**

24.01 - The property and business of the CSPA shall be managed or the management thereof shall be supervised by the BoD and each Regional Director shall be entitled to cast one vote upon each question arising at every BoD meeting.

24.02 - The BoD shall take such steps as it may deem requisite to enable the CSPA to receive gifts, donations, legacies, devises and benefits for the purpose of furthering the objects of the CSPA.

24.03 - Every Regional Director of the CSPA in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the CSPA.

24.04 - The BoD shall see that all necessary books and records of the CSPA required by these by-laws or by any applicable statute or law are regularly and properly kept.

24.05 - Every Regional Director of the CSPA shall comply with the applicable provisions of the Canada Corporation Act and its regulations, Letters Patent, the by-laws and every rule and regulation duly made thereunder, and no provision in a contract, the Letters Patent, the by-laws or a resolution relieves a Regional Director from the duty to act in accordance with said Act or its regulations or relieves him from liability for a breach thereof.

## **25. POWERS OF DIRECTORS**

25.01 - *The BoD may administer the affairs of the CSPA in all things and make or cause to be made for the CSPA, in its name, any kind of contract which the CSPA may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the CSPA is by its charter or otherwise authorized to exercise and do.*

25.02 - *Without in any way derogating from the provisions of subsection 25.01, the BoD is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or real or personal, or any right or interest therein owned by the CSPA, for such consideration and upon such terms and conditions as this may deem advisable.*

25.03 - *Notwithstanding vacancies, the remaining members of the BoD may exercise all the powers of the board so long as a quorum of the board remains in office.*

25.04 - *The acts of a Regional Director are valid notwithstanding any defect that may afterwards be discovered in his election, appointment or qualification.*

## **26. REMOVAL OF DIRECTORS**

26.01 - *A Regional Director shall, ipso facto, cease to be a Regional Director upon:*

- (a) the time specified in his written resignation, or upon giving notice of said resignation to the president, whichever is later; provided that, where such Regional Director holds the office of President, notice of such resignation shall be given to all the remaining Regional Directors and the Secretary;*
- (b) the time specified when he announces his resignation and he requests that his resignation be or his resignation is entered in the minutes of the meeting;*
- (c) becoming disqualified by reason of any provision in Appendix B that would automatically disqualify him from being a Regional Director;*
- (d) his absence, with or without reasonable cause, at three (3) or more successive BoD meetings during the term of his office;*
- (e) his removal from office by the BoD pursuant to subsection 26.02; or*
- (f) his removal from office by the Voting Members of his Region pursuant to subsection 26.04.*

26.02 - *Where a Regional Director is absent from any two (2) or more BoD meetings without reasonable cause during his term of office, the BoD may, by resolution passed by at least two-thirds (2/3) of the votes cast at a BoD meeting of which notice specifying the intention to pass such resolution has been given to the BoD not less than thirty (30) days prior to the date appointed for said meeting, remove such Regional Director from office before the expiration of his term of office, provided in respect of such resolution, said Regional Director shall be entitled to cast his vote in such manner as he sees fit, but, where said resolution fails, no new resolution as such may be considered at any BoD meeting unless such Regional Director during the term of his office is absent for one (1) or more BoD meetings following the failure of said resolution in which case no notice as aforesaid need be given.*

26.03 - *For the purposes of subsection 26.02, "reasonable cause" shall be deemed to mean with respect to any Regional Director;*

- (a) illness*
- (b) maternity leave, or maternity attendance on his spouse*
- (c) death occurring in his immediate family, such as spouse, child, parent, brother or sister*
- (d) moving, no more than twice during his term of office, to another place of residence within the same Region*
- (e) jury duty or being subpoenaed as a witness to testify in any court of law or inquest; or*
- (f) any other reason as the BoD think fit. provided that he shall forthwith give notice of the reason for his absence to the President or Secretary, or both.*

26.04 - *The Voting Members of a Regional may, by resolution passed by at least two-thirds (2/3) of the votes cast at their Special Regional Meeting of which notice specifying the intention to pass such resolution has been given, remove their Regional Director before the expiration of his term of office, and may elect a qualified individual in his stead for the remainder of his term.*

## **27. VACANCIES, BOARD OF DIRECTORS**

27.01 - *Any vacancy in the BoD may be filled for the remainder of its term of office from among qualified individuals, either by the Voting Members of a Region at their Special Regional Meeting pursuant to section 22 or by resolution of the BoD if constituting a quorum.*

27.02 - *Whenever there is not a quorum in the BoD, the remaining Regional Directors shall forthwith call a Special Regional Meeting in respect of each Region where a vacancy in the office of Regional Director exists to fill the vacancies, and, if there are no Regional Directors then in office, such meetings shall forthwith be called by the Secretary, and, in default or if there is no Secretary then in office, any such meeting may be called or caused to be called by any Voting member in respect of his Region*

27.03 - *Where the number of Regional Directors is increased by amendment of these by-laws, a vacancy or vacancies in the BoD to the number of the authorized increase shall thereby be deemed to have occurred which may be filled pursuant to subsection 27,01 or 27.02, respectively, as the case may be.*

27.04 - *No individual shall be appointed by the BoD to fill a vacancy for the office of Regional Director unless the BoD is satisfied that such individual is not disqualified pursuant to any provision in item 2 of Appendix B or pursuant to subsection 27.05, nor shall he be appointed without his prior written consent unless such individual was present at the BoD meeting when he was appointed and did not refuse at the meeting to act as Regional Director.*

27.05 - *No Regional Director whose office became vacant pursuant to any provision of subsection 26.01, may for the purpose of filling any vacancy, be appointed or reappointed by the BoD to hold office as such.*

## **28. BOARD OF DIRECTORS' MEETINGS**

28.01 - *Except as otherwise required by law or permitted by these by-laws, the BoD shall, for the purpose of considering or transacting any special or general business of the CSPA, hold at least four (4) regular meetings in each fiscal year at such times and places within Canada as it may from time to time determine, provided that no business shall be considered or transacted at a BoD meeting unless a quorum of directors is present.*

28.02 - *The calling of a BoD meeting may be authorized from time to time by any three directors or the President, and such meeting shall be held at such times and places pursuant to subsection 28.01 as they, respectively, may determine.*

28.03 - *The only persons entitled to attend a BoD meeting shall be the Regional directors and others who, although not entitled to vote thereat, are required or entitled to be present under any provision of these by-laws.*

28.04 - *Any person, who need not be Member of the CSPA, may be admitted to attend a BoD meeting or any part thereof on the invitation of the Chairman or with the consent of the meeting.*

28.05 - *Notwithstanding anything in subsection 28.04, a member of the CSPA in attendance at a BoD meeting shall, unless directed otherwise by the Chairman, be deemed to be in attendance by the invitation of the Chairman.*

28.06 - *With the unanimous consent of all the directors, any quorum of directors together with the Secretary may participate in a BoD meeting by means of conference telephone or other communication equipment by means of which all individuals participating in the meeting can hear or hear and see each other and all individuals participating as such shall be deemed to be present in person at such meeting.*

28.07 - *Resolutions may be consented to at any time by the signatures of all the directors of the CSPA and such resolutions are as valid and effective as if passed at a meeting of the BoD duly called, constituted and held for that purpose.*

28.08 - *No formal notice of a regular BoD meeting need be given, if*  
*(a) all the directors are present, or if those absent have signified their consent to the meeting being held in their absence*  
*(b) such meeting is held during or immediately preceding or following any AGM or any adjournment thereof*  
*(c) such meeting is held during or immediately preceding or following any national or international parachuting competitions*  
*(d) the BoD appoints by resolution times and places for the holding of subsequent meetings, provided no such meetings shall be appointed that are to take place after the dissolution or adjournment of the earliest AGM following the date of such resolution; or*  
*(e) such meeting is adjourned.*

28.09 - *For a BoD meeting whereat a director is appointed to fill a vacancy in the board, no notice need be given to the newly appointed director in respect of such BoD meeting.*

28.10 - *Unless no notice is required pursuant to subsection 28.08 notice of a BoD meeting shall be given to each director not less than fourteen (14) days before the date said meeting is to take place, or in lieu thereof, notification of a BoD meeting may be given pursuant to subsection 65.07 to every director not less than twenty four (24) hours before the opening time appointed for such meeting.*

28.11 - *The statutory declaration of the Chairman, President or Secretary that notice has been given pursuant to subsection 28.10, shall be sufficient and conclusive evidence of the facts thereof.*

28.12 - *No error or omission in giving notice of a BoD meeting shall invalidate such meeting or invalidate or make void any proceedings taken or had thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.*

28.13 - *A director may not be represented by proxy at any BoD meeting but his views, if printed, signed by him and witnessed, shall be presented to the meeting.*

28.14 - *The Chairman shall be the President or, in his absence, the Vice-President, but, if neither of them is present within thirty (30) minutes after the opening time appointed for the holding of the BoD meeting, the directors present, if constituting a quorum, shall choose a chairman from their number.*

28.15 - *Unless otherwise provided in these by-laws, questions arising at a BoD meeting shall be decided by a majority of votes taken in the usual way be assent or dissent.*

28.16 - *In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote upon every question for consideration save and except questions in respect of by-laws or special resolutions pursuant to sections 63 and 64, respectively.*

28.17 - *A director who is present at a BoD meeting is deemed to have consented to any passed or action taken thereat unless;*

*(a) he requests that his dissent be or his dissent is entered in the minutes of the meeting;*  
*(b) he gives his written dissent to the secretary of the meeting before the meeting is adjourned; or*  
*(c) he gives notice of his dissent to the CSPA immediately after the meeting is adjourned;*  
*provided that a director who votes for or consents to a resolution is not entitled to such dissent.*

28.18 - A director who was not present at a BoD meeting at which a resolution was passed or action taken is deemed to have consented thereto unless immediately after he becomes aware of the resolution he;

(a) causes his dissent to be placed with the minutes of the meeting;

**or**

(b) gives notice of his dissent to the CSPA.

28.19 - A director shall not be deemed to be in contravention of the provisions of subsection 24.03 if he relies in good faith upon;

(a) financial statements of the CSPA represented to him by the Treasurer of the CSPA or a written report of the Auditor of the CSPA representing fairly to reflect the financial condition of the CSPA;

**or**

(b) a report of a lawyer, accountant, engineer, land surveyor or any other person whose profession lends credibility to a statement made by him.

28.20 - The declaration by the Chairman that a resolution has been carried or not carried shall be conclusive evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

28.21 - Any BoD meeting may be adjourned to any time and from time to time 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 and such adjournment may be made notwithstanding that no quorum is present.

## **29. REMUNERATION OF DIRECTORS**

29.01 - Directors shall receive no remuneration for acting as such, but, by resolution of the BoD, expenses of and for their attendance at each regular or special meeting of the BoD and other expenses reasonably incurred in connection with their services as directors may be allowed and paid.

## **30. PROTECTION OF DIRECTORS AND OFFICERS**

30.01 - No director or officer referred to in section 31, for the time being, shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the CSPA through the insufficiency or deficiency of title to any property acquired by order of the BoD for or on behalf of the CSPA, or for the insufficiency or deficiency of title to any property acquired by order of the BoD for or on behalf of the CSPA, or for the insufficiency of any security in or upon which any of the monies of or belonging to the CSPA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the CSPA 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 whatever which shall happen in the execution of the duties of his office or in relation thereto unless in or as a result of any action, suit or proceeding he is adjudged to be in breach of any duty or responsibility imposed upon him under the Canada Corporations Act or under any other statute law.

### **31. INDEMNITY OF DIRECTORS AND OFFICERS**

31.01 - For the purpose of this section 31,

(a) "**director**" includes a director who is also an officer of the CSPA;

**and**

(b) "**officer**" includes an officer, whether salaried or non-salaried, who is not a director of the CSPA.

31.02 - Every director and officer of the CSPA, and his 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 CSPA, from and against,

(a) all costs, charges and expenses whatever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office, and

(b) all costs, charges and expenses that 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 willful neglect or default.

### **32. INSURANCE FOR DIRECTORS AND OFFICERS**

32.01 - The Voting Members may by resolution passed by the majority of the votes cast at an AGM of which notice specifying the intention to pass such resolution has been given, authorize the BoD for or on behalf of the CSPA to sponsor, purchase and maintain insurance for the benefit of all or any individuals referred to in section 31 against any liability, costs, charges or expenses incurred by him in his capacity as a director or officer, or both, of the CSPA.

32.02 - No insurance as aforesaid shall be purchased from an Insurer which is not duly licensed or authorized to carry on insurance business throughout Canada by authorities of competent jurisdiction.

32.03 - The insurance as is afforded by its policy shall:

(a) be in the name of all or any individuals referred to in section 31 as Named Insured and not as Unnamed Insured;

(b) apply in respect of any claim or action brought against any one such Named Insured by any other such Named Insured and the coverage shall apply in the same manner and to the same extent as though a separate policy had been issued to each such Named Insured, however, the inclusion therein of more than one Named Insured need not operate to increase the limit or limits of the Insurer's liability;

(c) Preclude subrogation claims by the Insurer against the CSPA and all its employees and anyone insured thereunder;

*(d) conform respecting its terms and conditions to all applicable laws;*

**and**

*(e) not be changed or amended in any way or cancelled until at least sixty (60) days after written notice of such change, amendment or cancellation shall have been given by the Insurer's to the CSPA;*

*such written notice shall be given by registered mail only and said sixty (60) day period shall commence to run no sooner than on the day following the receipt of said registered notice at the post office of the place wherein the national office of the CSPA is situated.*

*32.04 - Notwithstanding the provisions of section 31, no individual referred to in the said section 31 who fails to provide the necessary information to an Insurer, which provides coverage as aforesaid, in such manner, to such extent and at such times as may be required by such Insurer, shall, for the time being in default as such, be indemnified and saved harmless by the CSPA from and against anything pursuant to section 31.*

*32.05 - Notwithstanding anything in these by-laws, no individual referred to in section 31 shall be indemnified and saved harmless by the CSPA from and against any loss, liability or claim falling within the provisions of any policy of insurance naming such individual as a Named Insured where such insurance coverage is not disputed.*

*32.06 - The BoD shall not purchase or maintain any insurance as aforesaid unless and until all the terms and conditions of these by-laws respecting authorization to purchase and maintain such insurance have been complied with, nor shall the BoD purchase or maintain such insurance which terms or conditions contravene, in whole or in part, any provision of this section.*

*32.07 - Every individual referred to in section 31 is entitled to receive from the CSPA a copy of his current insurance policy as aforesaid.*

*32.08 - Notwithstanding the foregoing provisions in this section 32 or any other provision of these by-laws, any non-compliance with the foregoing or any amendment thereto shall not invalid, void or otherwise prohibit or restrict the operation of any policy of insurance.*

### **33. INTEREST OF DIRECTORS/OFFICERS IN CONTRACTS**

*33.01 - For the purposes of this section*

*(a) " contract " includes " arrangements ";*

*(b) " director " includes a director who is also an officer of the CSPA;*

**and**

*(c) " officer " includes an officer, whether salaried or non-salaried, who is not a director of the CSPA.*

*33.02 - Provided that all the provisions of this section have been complied with, no director or officer of the CSPA shall be disqualified from his office from contracting with the CSPA nor shall any contract entered into by or on behalf of the CSPA with any director or officer or in which any director or officer is in any way interested be liable to be voided.*

33.03 - A director or officer of the CSPA who;

(a) is a party to a contract or proposed contract with the CSPA,

**or**

(b) is a director or an officer of or has an interest in any person who is a party to a contract or proposed contract with the CSPA, shall disclose in writing to the CSPA or request to have entered in the minutes of BoD meetings the nature and extend of his interest.

33.04 - The disclosure required by subsection 33.03 shall be made, in the case of a director,

(a) at the BoD meeting at which a proposed contract is first considered,

(b) if the director was not then interested in a proposed contract, at the first BoD meeting after he becomes so interested,

(c) if the director becomes interested after a contract is made, at the first BoD meeting after he becomes so interested;

**or**

(d) if an individual who is interested in a contract later becomes a director, at the first BoD meeting after he becomes a director.

33.05 - The disclosure required by subsection 33.03 shall be made, in the case of an officer who is not a director,

(a) forthwith after he becomes aware that the contract or proposed contract is to be considered or has been considered at a BoD meeting;

(b) if the officer becomes interested after a contract is made, forthwith after he becomes so interested;

**or**

(c) if an individual who is interested in a contract later becomes an officer, forthwith after he becomes an officer.

33.06 - If a contract or proposed contract is one that, in the ordinary course of CSPA's business, would not require approval by the BoD or Voting Members, a director or officer shall disclose in writing to the CSPA or request to have entered in the minutes of BoD meetings the nature and extent of his interest forthwith after the director or officer becomes aware of the contract or proposed contract.

33.07 - For the purposes of this section, a general notice given to the BoD by a director or officer, declaring that he is a director or officer, or has an interest in a person and is to be regarded as interested in any contract made with that person, is a sufficient declaration of interest in relation to any contract so made.

33.08 - No director referred to in subsection 33.03 shall vote on any resolution to approve the contract, and if he does so vote his vote shall not be counted, but this prohibition does not apply to;

(a) an arrangement by way of security for money lent to or obligations undertaken by him for the benefit of the CSPA;

(b) a contract for insurance under section 32;

**or**

(c) where there is no quorum of directors in office who are not so interested.

33.09 - A director or officer who has made a declaration of his interest in a contract or proposed contract in compliance with this section and, in the case of a director, has not voted in respect of such contract contrary to the prohibition contained in subsection 33.08, if such prohibition applies, is not accountable to the CSPA or any of its Members or creditors by reason only of such director or officer holding that office or of the fiduciary relationship thereby established for any profit realized by such contract.

33.10 - Nothing in this section imposes any liability upon a director or officer in respect of the profit realized by any contract that has been confirmed by the majority of votes cast at an AGM or SGM of which notice specifying the intention to ratify such contract has been given.

#### **34. OFFICERS OF THE CSPA**

34.01 - In this section, " officer " means any officer of the CSPA, whether elected or re-elected, appointed or re-appointed, salaried or non-salaried.

34.02 - There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the BoD may determine by resolution from time to time.

34.03 - One individual may hold more than one office except the offices of President and Vice-President.

34.04 - Unless otherwise provided in these by-laws, the term of office in respect of an officer shall be from the time of his election or appointment until his successor is elected or appointed, respectively, at the BoD meeting immediately following the dissolution or adjournment of the earliest AGM.

34.05 - An officer, if otherwise qualified, shall be eligible for re-election or re-appointment pursuant to section 35, 36 or 37.

34.06 - The acts of an officer are valid notwithstanding any defect that may afterwards be discovered in his election, appointment or qualification.

34.07 - No individual shall be appointed as officer by the BoD to fill a vacancy unless the BoD is satisfied that such individual is not disqualified pursuant to any provision of these by-laws, nor shall he be appointed without his prior written consent unless such individual was present at the BoD meeting when he was appointed and did not refuse at the meeting to act as officer of the CSPA.

34.08 - Every individual shall without further formality be deemed to be an officer of the CSPA for the first time being, if such individual is appointed by the BoD,

(a) to manage the technical affairs of the CSPA

(b) to hold office as Chairman of any standing committee,

**or**

(c) to attend any meeting of a body corporate of which the CSPA is a corporate member.

34.09 - Every officer of the CSPA in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the CSPA.

34.10 - Every officer is entitled to receive notice of and to attend and be heard at every regular BoD meeting, AGM and SGM and receive all minutes thereof, but, in his capacity as such, shall not be entitled to vote thereat, however, nothing herein contained shall be construed to preclude an officer from voting at an AGM or SGM or any adjournment thereof if such officer is a Voting Member, or if he represents one or more Voting Members, either in person or by proxy, or both.

34.11 - Every officer of the CSPA shall comply with the applicable provisions of the Canada Corporations Act and its regulations, Letters Patent, the by-laws and every rule and regulation duly made thereunder, and no provision in a contract, the Letters Patent, the by-laws, or a resolution relieves an officer from the duty to act in accordance with said Act or its regulations or relieves him from liability for a breach thereof.

### **35. ELECTED OFFICERS**

35.01 - The President and Vice-President, and every other Elected Officer, if any, shall be elected by the BoD from among their number at the first meeting of the BoD after the dissolution or adjournment of each AGM, provided that in default of such election the ten incumbents, being members of the BoD, shall hold office until their successors are elected.

35.02 - At any time where the office of President becomes vacant, the Vice-President then in office shall without further formality be President for the balance of the unexpired term of said vacancy.

35.03 - At any time where the office of Vice-President becomes vacant, the BoD, if constituting a quorum, shall forthwith fill such vacancy from among its number.

35.04 - An Elected Officer shall, ipso facto, cease to hold office as such when he ceases being a Regional Manager.

35.05 - At any time where the officer of an Elected Officer other than President or Vice-President becomes vacant, the BoD, if constituting a quorum, may at any time fill such vacancy from among its number.

35.06 - The BoD may, by resolution passed by at least (2/3) two-thirds of the votes cast at any of its regular meetings of which notice specifying the intention to pass such resolution has been given by registered mail to the BoD not less than thirty (30) days prior to the date appointed for said meeting, remove an Elected Officer from office before the expiration of his term of office, provided, that said Elected Officer, by virtue of him being a director, shall be entitled to cast his vote in respect of such resolution in such manner as he sees fit.

35.07 - Elected Officers shall receive no remuneration for acting as such, by resolution of the BoD, expenses reasonably incurred in connection with their services as Elected Officers may be allowed and paid.

### **36. APPOINTED NON-SALARIED OFFICERS**

36.01 - In this section, " officer " means an officer of the CSPA who is appointed by the BoD to hold office as such and who is not employed by it and, as such, is not salaried for his services.

36.02 - The BoD may by resolution, at its meeting held immediately after the dissolution or adjournment of each AGM or at any subsequent BoD meeting, appoint one or more officers as it thinks fit.

36.03 - Each prior officer shall continue to hold office until the appointment of his successor at a meeting as aforesaid and, in default of such appointment thereat unless in the meantime declared vacant by the BoD, shall continue to hold office until his successor is appointed at any subsequent BoD meeting.

36.04 - The BoD may at any time by resolution fill any vacancy respecting an officer for the remainder of his term of office from among qualified individuals.

36.05 - *An individual shall be disqualified from being appointed an officer and taking or holding office as such, if,*

- (a) he is not an Ordinary or Lifetime member, or Member at Large*
  - (b) he is a Member as defined in (a) hereof but his membership is under suspension*
  - (c) he is not of the full age of eighteen (18) years or more*
  - (d) he does not have power under law to contract*
  - (e) he is not a Canadian Citizen or has not been lawfully admitted to Canada for permanent residency in Canada*
- or**
- (f) he is a salaried employee of the CSPA, either full-time or part-time.*

36.06 - *Officers shall receive no remuneration for acting as such, but, by resolution of the BoD, expenses of and for their attendance at each regular or special meeting of the BoD and other expenses reasonably incurred in connection with their services as officers may be allowed and paid.*

36.07 - *An officer shall, ipso facto, cease to be an officer upon,*

- (a) the expiry of the term of his office, unless extended or renewed pursuant to these by-laws*
  - (b) the time specified in his written resignation, or upon receipt of said resignation by the President, whichever is later*
  - (c) the time specified when he announces his resignation and he requests that his resignation be or his resignation is entered in the minutes of the BoD meeting*
  - (d) becoming disqualified by reason of any provision in subsection 36.05*
- or**
- (e) his removal from office at the pleasure of the BoD by resolution.*

### **37. APPOINTED SALARIED OFFICERS**

37.01 - *Whenever a vacancy or vacancies occur in the office of Secretary or Treasurer or Secretary-Treasurer, the BoD shall forthwith by resolution fill such vacancy or vacancies from among qualified individuals at such reasonable terms and conditions of employment and for such reasonable remuneration as it deems advisable.*

37.02 - *The BoD may by resolution from time to time appoint one or more other Salaried Officers from among qualified individuals at such reasonable terms and conditions of employment and for such reasonable remuneration as it deems advisable.*

37.03 - An individual shall be disqualified from being appointed a Salaried Officer and taking or holding office as such, if;

- (a) he is disqualified pursuant to any provision of subsection 36.05, save and except paragraph (f) thereof;
  - (b) he is a shareholder, inventor, debtor in default, director, officer, manager, employee, operator, sole proprietor or partner of any for-profit business firm, or incorporated or unincorporated non-profit association, society or club - as the case may be - that operates any Drop Zone or manufacturers or trades in parachutes of any part thereof;
- or**
- (c) he refuses to execute a written employment agreement pursuant to subsection 37.05

37.04 - A Salaried Officer shall, ipso facto, cease to hold office as such,

- (a) in the absence of written agreement to the contrary, upon,
    - (1) the time specified in his written resignation, or upon receipt of said resignation by the President, whichever is later;
    - (2) the time specified when he announces his resignation and he requests that his resignation be or his resignation is entered in the minutes of the meeting;
- or**
- (3) his removal from office at the pleasure of the BoD by resolution;
- or**
- (b) if he becomes disqualified by reason of any provision under subsection 37.03.

37.05 - No agreement as referred to in subsection 37.03 shall provide for a term of office in excess of two (2) years nor shall it contain a clause or clauses that would permit the CSPA or said Salaried Officer, being parties to such agreement, to give more than three (3) months notice for the purpose of unilaterally terminating such agreement.

## **38. POWERS AND DUTIES OF THE PRESIDENT**

38.01 - The President shall,

- (a) be the Chief Executive Officer of the CSPA and shall, when present, preside at every AGM, SGM and BoD meeting;
- (b) see that all resolutions and orders of the BoD are carried into effect;
- (c) be charged with the general supervision of the business and affairs of the CSPA;
- (d) exercise such other powers and perform such other duties as the BoD may by resolution from time to time prescribe;
- (e) be ex officio member of all committees of the CSPA;
- (f) represent the CSPA at all official functions;
- (g) keep the BoD advised of his activities on a regular basis;
- (h) have the power to require any of his powers to be exercised and any of his duties to be performed by the Vice-President; and
- (i) exercise such other powers and shall perform such other duties as are incidental to the office.

### **39. POWERS AND DUTIES OF THE VICE-PRESIDENT**

39.01 - *During the absence or inability of the President, the Vice-President shall have all the powers and shall discharge all the duties of the President and, when he acts accordingly, the absence or inability of the President shall be presumed with reference thereto.*

39.02 - *the Vice-President shall;*

(a) *exercise such powers and shall perform such duties as the President or the BoD may from time to time prescribe;*

**and**

(b) *keep the BoD advised of his activities on a regular basis.*

### **40. POWERS AND DUTIES OF THE SECRETARY**

40.01 - *During the absence or inability of the Treasurer, the Secretary shall have all the powers and shall discharge all the duties of the Treasurer and, when he acts accordingly, the absence or inability of the Treasurer shall be presumed with reference thereto.*

40.02 - *The Secretary shall;*

(a) *attend all sessions of the BoD and every AGM and SGM and act as clerk thereof;*

(b) *record all facts and minutes of all proceedings in books kept for that purpose;*

(c) *be responsible for the giving of notice of all BoD meetings and all meetings of the Voting Members of the CSPA and for the distribution of all things in connections therewith upon such direction and in such manner, to such extent and at such times as are set out in these by-laws or any rule or regulation duly made thereunder;*

(d) *be the custodian of the seal of the CSPA and of all books, records, papers, correspondence, contracts and other documents belonging to the CSPA which shall deliver up only when authorized by resolution of the BoD to such person or persons as may be named in the resolution;*

(e) *be responsible for all acts, deeds and things set out in section 52 and subsection 53.01 and 53.03;*

(f) *affix the seal of the CSPA to all documents requiring same when directed or authorized to do so by the BoD or these by-laws;*

(g) *keep the BoD advised of his activities on a regular basis;*

(h) *perform such other duties as are required of him pursuant to these by-laws and as may be prescribed from time to time by the BoD or President, under whose supervision he shall be;*

(i) *forthwith forward on, or cause to be forwarded on under his supervision, to the President, BoD, or any director, officer or committee member such papers or copies thereof, and such other reasonable things as may be requested by a Member;*

(j) *exercise such other posers and shall perform, or cause to be performed under his supervision, such other duties as are incidental to the office; and*

(k) *supervise the activities of his assistants, if any.*

#### **41. POWERS AND DUTIES OF THE TREASURER**

41.01 - *During the absence or inability of the Secretary, the Treasurer shall have all the powers and shall discharge all the duties of the Secretary and, when he acts accordingly, the absence or inability of the Secretary shall be presumed with reference thereto.*

41.02 - *The Treasurer shall,*

- (a) have the custody of the funds of the CSPA which he shall disburse only under the direction of the BoD and the President or Vice-President, taking proper vouchers therefor;*
- (b) be responsible for the keeping of full and accurate accounts of receipts and disbursements in proper books of account pursuant to section 54;*
- (c) be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the CSPA in qualified depositories as defined in section 57;*
- (d) render to the President, and the BoD at its regular meetings, or whenever required of him by the President or BoD, an account of all his transactions as Treasurer and of the financial position of the CSPA;*
- (e) present an annual audited financial statement to each AGM;*
- (f) be responsible for the preparation and submission of an annual budget to each AGM and at such meetings of the BoD as it may determine;*
- (g) perform such other duties as are required of him pursuant to these by-laws and as may be prescribed from time to time by the BoD or the President, under whose supervision he shall be;*
- (h) exercise such other powers and shall perform, or cause to be performed under his supervision, such other duties as are incidental to the office; and*
- (i) supervise the activities of his assistants, if any.*

#### **42. DUTIES OF OTHER OFFICERS**

42.01 - *The duties of all other officers of the CSPA shall be such as the terms of their engagement call for or the BoD requires of them, and their remuneration and expenses, if any, shall be fixed by resolution of the BoD.*

#### **43. EMPLOYEES**

43.01 - *The BoD may by resolution from time to time appoint one or more employees at such reasonable terms and conditions of employment and for such reasonable remuneration as it deems advisable.*

43.02 - *The duties of an employee of the CSPA shall be such as the terms of his engagement call for or the BoD requires of him.*

43.03 - *No employee, as such, need be a Member of the CSPA.*

43.04 - *In the absence of written employment agreement to the contrary, the BoD may remove at its pleasure any employee of the CSPA.*

#### **44. TRUSTEES**

44.01 - *The BoD may by resolution from time to time enter into one or more trust agreements with one or more qualified trust companies for the purpose of creating one or more trust funds of which the capital and income may be made available for the furtherances of any of the purposes and objects of the CSPA in accordance with such terms and conditions as the BoD may prescribe.*

44.02 - *A trust company as aforesaid shall be a member of the Canadian Deposit Insurance Corp. or other Canadian insurance company for the purpose of similarity protecting the deposits of such trust company.*

44.03 - *A trust agreement as aforesaid may provide for the delegation of such powers of management or otherwise including the power to sub-delegate, as the BoD deems advisable.*

44.04 - *The fees and disbursements of a trustee as aforesaid shall be such as fixed by the BoD.*

#### **45. AGENTS AND ATTORNEYS**

45.01 - *The BoD may by resolution from time to time appoint one or more agents or attorneys for the CSPA in or out of Canada with such powers of management or otherwise as may be thought fit.*

45.02 - *The fees and disbursements, if any, of an agent or attorney as aforesaid shall be such as fixed by the BoD.*

#### **46. FIDELITY BONDS**

46.01 - *The BoD may by resolution require such officers, employees or agents of the CSPA as the BoD deems advisable to furnish bonds for the faithful discharge of their duties and for the restoration to the CSPA in case of their death, resignation, retirement or removal from office of all books, papers, vouchers, monies and other property of whatever kind in their possession or control belonging to the CSPA, in such form and with such qualified surety as the BoD may from time to time prescribe.*

46.02 - *A fidelity bond as aforesaid shall be purchased from a Canadian surety which is duly licensed and authorized by authorities of competent jurisdiction to carry on a business of suretyship at the place wherein the national office of the CSPA is situated.*

46.03 - *The CSPA shall pay the premium in respect of a fidelity bond required by it as aforesaid, provided such premium has been fixed by the BoD.*

#### **47. MEMBERSHIP COMMITTEE**

47.01 - *The BoD shall by resolution appoint a Membership Committee which shall be composed of one (1) or more Members or employees of the CSPA.*

47.02 - *The members of the membership Committee shall be under the supervision of their Chairman.*

47.03 - *The Chairman of the Membership Committee shall be deemed to be an officer of the CSPA which office may but need not be held by the Secretary.*

47.04 - *The powers and duties of the Membership Committee shall be such as set out in sections 10 and 11 of these by-laws.*

47.05 - *The remuneration and expenses, if any, of a member of the Membership Committee shall be such as fixed by the BoD.*

#### **48. CREDENTIALS COMMITTEE**

48.01 - *The BoD, President, Secretary, or the Chairman of the meeting, shall appoint a Credentials Committee prior to each meeting of the Voting members, said committee shall be composed of two (2) or more individuals who may but need not be employees of the CSPA.*

48.02 - *The members of the Credentials Committee shall be under the supervision of the Secretary or, in his absence or inability, the Chairman of the meeting.*

48.03 - *The Credentials Committee shall be responsible for the confirmation of voting rights of the Voting Members or representatives of Voting Members in attendance at the meeting for which it was appointed.*

48.04 - *The Credentials Committee shall be supplied by the Secretary with a number of voting ballots equal to the number of accredited Voting Members for distribution to proven Voting Members or representatives of Voting Members at the meeting.*

48.05 - *In the event that a dispute with anyone regarding representation arises, the Credentials committee shall refer it to the Chairman of the meeting and, if such dispute remains unresolved, the Chairman shall refer it to the meeting whose decision shall be final.*

48.06 - *The remuneration and expenses, if any, of a member of the Credentials Committee shall be such as fixed by the BoD.*

#### **49. SCRUTINIZING COMMITTEE**

49.01 - *Members of the Scrutinizing Committee shall be appointed and their appointment ratified in accordance with the provisions of section 21.*

49.02 - *The powers and duties of the Scrutinizing Committee shall be such as set out in section 21.*

49.03 - *The remuneration and expenses, if any, of a member of the Scrutinizing Committee shall be such as fixed by the BoD.*

#### **50. STANDING COMMITTEE**

50.01 - *In this section, " committee " means " Standing Committee " save and except the Membership, Credentials and Scrutinizing Committees.*

50.02 - *The BoD may by resolution establish such standing committees, composed of not less than five (5) members including its Chairman, under such name or names and for such purposes as the BoD may from time to time determine.*

50.03 - *The BoD may, in consultation with the Chairman of the committee, by resolution appoint from time to time one or more individuals being members, other than employees, of the CSPA to serve on one or more committees as it thinks fit.*

50.04 - *No committee member shall be appointed for a term in excess of two (2) years.*

50.05 - *A committee member, if otherwise qualified, shall be eligible for re-appointment to the same or any other committee.*

50.06 - A committee member shall automatically cease to be a member of all committees when he ceases to be a Member or when he becomes an employee of the CSPA.

50.07 - The BoD may, in consultation with the Chairman of a committee, by resolution remove at any time any member of such committee as it thinks fit.

50.08 - A member of a designated committee shall be under the supervision of his Chairman to whom he shall report his activities in relation thereto in such manner, to such extent and at such times as the Chairman may require of him.

50.09 - The Chairman of a committee, being an officer of the CSPA, shall provide to the BoD, at each regular BoD meeting and at such other times as the BoD or the President may require of him, a printed summary of the activities of his committee.

50.10 - Meetings of a committee may be held at any time and at any place within Canada which shall be convened by its Chairman at the Direction or consent of the BoD.

50.11 - The BoD may by resolution prescribe from time to time such rules and regulations in respect of the conduct of meetings of a committee as are not inconsistent with the provisions of this section.

50.12 - Questions arising at a committee meeting shall be decided by a majority of votes taken in the usual way by assent or dissent.

50.13 - In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote.

50.14 - Decisions of a committee shall have no force or effect unless approved by the BoD at any of its meetings.

50.15 - The only persons entitled to attend a committee meeting shall be the members of such committee and others who, although not entitled to vote thereat, are required or entitled to be present under any provisions of these by-laws.

50.16 - Any person, who need not be a Member of CSPA, may be admitted to attend a committee meeting or any part thereof on the invitation of the Chairman or with the consent of the meeting.

50.17 - Notwithstanding anything in subsection 50.16, a Member of the CSPA in attendance at a committee meeting shall, unless directed otherwise by the Chairman, be deemed to be in attendance by the invitation of the Chairman.

50.18 - Committee members shall receive no remuneration for acting as such, but, by resolution of the BoD, expenses of and for their attendance at each meeting of the committee may be allowed, provided that nothing herein contained shall be construed to preclude any committee member from being assigned a special project or other special duties and, by resolution of the BoD, receive reasonable remuneration therefor.

50.19 - Notwithstanding anything in this section, any employee of the CSPA may serve the committee as an ex officio member, and, as such, he shall have a voice but no vote at any of its meetings.

## **51. AD HOC COMMITTEES**

*51.01 - The BoD may establish by resolution such Ad Hoc Committees, composed of such Members of the CSPA, under such name or names and for such purposes as it may deem advisable from time to time.*

*51.02 - Unless otherwise directed by the BoD, the members of an Ad Hoc Committee shall serve thereon until completion of the duties of such committee and shall report to and be under the supervision of their Chairman who may but need not be an officer of the CSPA.*

*51.03 - The Chairman of said committee shall report to the BoD and, as such, be under the supervision of the BoD.*

*51.04 - The remuneration and expenses, if any, of a member of an Ad Hoc Committee shall be such as fixed by the BoD.*

## **52. BOOKS AND RECORD**

*52.01 - The CSPA shall cause a book or books to be kept by the Secretary wherein shall be kept recorded*

- (a) a copy of the Letters Patent, all by-laws of the CSPA and any Supplementary Letters Patent issued to the CSPA and a copy of the memorandum of agreement of the CSPA, if any;*
- (b) the names, alphabetically arranged of all persons who are and have been Members of the CSPA;*
- (c) the address and calling of every such person, while such Member, as far as can be ascertained;*
- (d) the names, addresses and callings of all individuals who are or have been directors of the CSPA, with the several dates at which each became or ceased to be such director; and*
- (e) the number of votes held by each Member.*

*52.02 - The CSPA shall cause minutes of all proceedings at meetings of the Voting members and of the BoD to be entered in books kept for that purpose, and any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings were had, or by the Chairman of the next succeeding meeting are evidence of the proceedings.*

*52.03 - Where minutes, in accordance with this section have been made of the proceedings of any meeting of the Voting Members or of the BoD, then, until the contrary is proved, the meeting shall be deemed to have been duly called and held and all proceedings had thereat to have been duly had and all elections or appointments, as the case may be, of directors or officers shall be deemed to have been duly made.*

### **53. ANNUAL AND OTHER RETURNS**

53.01 - *The CSPA shall, on or before the first (1st) day of June in every year, make a summary in form prescribed by law as of thirty-first (31st) day of March preceding; said summary be completed and filed in duplicate in the Department of Consumer and Corporate Affairs on or before the first (1st) day of June aforesaid, and each of the duplicates shall be signed and certified by the Secretary of the CSPA.*

53.02 - *The CSPA shall complete and file all returns in respect of any taxes, royalties, levies, insurance premiums, deductions at source of employees' income including the employer's share thereof together with the proper payment thereof as required under any statute to the extent, in the manner and at the times required pursuant to such statute and each of the said returns shall be signed and certified in the required manner by the Treasurer of the CSPA.*

53.03 - *The CSPA shall complete and file all other returns not referred to in this section as are required to be filled under any statute to extent, in the manner and at the times required pursuant to such statute and each of said returns shall be signed and certified in the required manner by the Secretary of the CSPA>*

### **54. BOOKS OF ACCOUNT**

54.01 - *The CSPA shall cause to be kept proper accounting records with respect to all financial and other transactions of the CSPA, and, without limiting the generality of the foregoing, shall cause records to be kept of:*

- (a) all sums of money received and disbursed by the CSPA and the matters in respect of which receipt and disbursements take place;*
- (b) all sales and purchases by the CSPA;*
- (c) all assets and liabilities of the CSPA; and*
- (d) all other transactions affecting the financial position of the CSPA.*

54.02 - *The accounting records shall be kept at the national office of the CSPA or at such other place in Canada as the BoD thinks fit, and shall at all times be open to inspection by the directors.*

### **55. FINANCIAL YEAR**

55.01 - *The fiscal year of the CSPA shall terminate on the thirty-first (31st) day of March in each year.*

### **56. AUDITORS**

56.01 - *In this section, "Auditor " includes a partnership of auditors.*

56.02 - *The Voting Members of the CSPA at each AGM shall appoint one or more Auditors to hold office until the dissolution or adjournment of the next AGM, and, if an appointment is not so made, the Auditor in office continues in office until a successor is appointed.*

56.03 - *The BoD may fill a casual vacancy in the office of Auditor, but while the vacancy continues the surviving or continuing Auditor, if any, may act.*

56.04 - *The remuneration of an Auditor shall be fixed by the BoD.*

56.05 - *All Auditors appointed as aforesaid shall be a Canadian Chartered Accountant but he shall not be a director, officer, trustee or employee of a director, officer, trustee or employee of the CSPA.*

56.06 - *The Auditor shall perform his duties to the extent, in the manner and at the times required by the applicable provisions of the Canada Corporation Act and these by-laws and shall perform such additional duties to such extent, in such manner and at such times as may be required by the BoD from time to time or by the Voting Members at an AGM or SGM.*

## **57. BANKING BUSINESS**

57.01 - *The "bankers" of the CSPA shall be such Canadian chartered bank or banks or trust companies which are members of the Canadian Deposit Insurance Corporation or other financial institutions whose deposits are similarly protected carrying on a banking business as the BoD may designate, appoint or authorize from time to time by resolution.*

57.02 - *The BoD may authorize from time to time one or more officers of said bankers to do any act or thing for and on behalf of the CSPA to facilitate such banking business as the BoD may deem advisable.*

## **58. CHEQUES, ETC..**

58.01 - *Subsection 57.01 shall apply to this section.*

58.02 - *All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CSPA, shall be signed by the President or Vice-President together with the Treasurer or Secretary of the CSPA in such manner as shall from time to time be determined by resolution of the BoD.*

58.03 - *Any one of the aforesaid officers may alone endorse notes and drafts for collection on account of the CSPA through its bankers, and endorse notes and cheques for deposit with the CSPA's bankers for the credit of the CSPA, or the same may be endorsed "for collection" or "for deposit" with the bankers of the CSPA by using the CSPA's rubber stamp or there mechanical device for the purpose.*

58.04 - *Any one of the aforesaid officers and any one Auditor of the CSPA may alone arrange, settle, balance and certify all books and accounts between the CSPA and its bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.*

## **59. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

59.01 - *Subsection 57.01 shall apply to this section.*

59.02 - *The securities of the CSPA shall be deposited by the Treasurer for safekeeping with one or more qualified bankers as determined by resolution of the BoD.*

59.03 - *Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the CSPA signed by such officer or officers, agent or agents of the CSPA, and in such manner, as shall from time to time be determined by resolution of the BoD and such authority may be general or confined to specific instances.*

59.04 - *The bankers which may be so selected as custodians by the BoD shall be fully protected in acting in accordance with the directions of the BoD and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.*

## **60. EXECUTION OF DOCUMENTS**

60.01 - *Deeds, transfers, licenses, contracts and engagements on behalf of the CSPA shall be signed by the President or Vice-President together with the Secretary or Treasurer, and the Secretary shall affix the seal of the CSPA to such instruments as require the same.*

60.02 - *Contracts in the ordinary course of the CSPA's operations may be entered into on behalf of the CSPA by the President, Vice-President, Secretary, Treasurer or by any person duly authorized by the BoD.*

60.03 - *The President or Vice-President together with the Secretary or Treasurer, or any person or persons from time to time designated by the BoD may transfer any and all shares, bonds, or other securities from time to time standing in the name of the CSPA in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the CSPA transfers of shares, bonds or other securities from time to time transferred to the CSPA, and may affix the corporate seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.*

60.04 - *Notwithstanding any provision to the contrary contained in the by-laws of the CSPA, the BoD may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the CSPA may or shall be executed.*

## **61. CSPA VOTING RIGHTS IN OTHER BODIES CORPORATE**

61.01 - *All of the shares or other securities, or membership, carrying voting rights of any other body corporate held from time to time by the CSPA may be voted at any and all meetings of shareholders, security holders or voting membership, as the case may be, of such body corporate.*

61.02 - *The President or Vice-President together with the Secretary or Treasurer may execute and deliver instruments of evidence of the right to exercise the voting rights attaching to any securities, or membership held by CSPA and such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the said officers signing or arranging for them.*

61.03 - *Notwithstanding any provision to the contrary contained in the by-laws of the CSPA, the BoD may at any time by resolution direct the manner in which, and the person or persons by whom, any particular voting rights or class of voting rights may or shall be exercised.*

61.04 - *For the purpose of promoting its objects, the CSPA may become and be a member with or without voting rights of any local, provincial, national or international society or association, incorporated or unincorporated, at such terms and conditions and at such fees and assessments as the BoD may deem requisite from time to time.*

## **62. MEMBERS' INSURANCE**

62.01 - *Subject to the provisions of this section, the BoD may by resolution from time to time arrange, sponsor or purchase, and maintain such liability and other types of insurance for the benefit of the members of the CSPA in respect of any or all subclasses of membership as it thinks fit.*

62.02 - *No insurance as aforesaid shall be purchased from any Insurer which is not duly licensed or authorized to carry on such insurance business throughout Canada by authorities of competent jurisdiction.*

62.03 - *The insurance as is afforded by its policy or policies shall, if the CSPA is an Insured,*  
*(a) be in the name of the CSPA as Named Insured and not as Unnamed Insured;*  
*(b) preclude subrogation claims by the Insurer against the CSPA and all its directors, officers and employees;*  
*(c) conform respecting its terms and conditions to all applicable laws; and*  
*(d) not be changed or amended in any way or cancelled until at least sixty (60) days after written notice of such change, amendment or cancellation shall have been given by registered mail only and said sixty (60) day period shall commence to run no sooner than on the day following the receipt of said registered notice at the post office of the place wherein the national office of the CSPA is situated.*

62.04 - *Every director and officer of the CSPA shall be entitled to receive from the CSPA a copy of every kind of current insurance policies as aforesaid whether or not said policies provide coverage for such director or officer.*

62.05 - *Notwithstanding the foregoing provisions in this section 62 or any other provision of these by-laws, any noncompliance with the foregoing or any amendment thereto shall not invalid, void or otherwise prohibit or restrict the operation of any policy of insurance.*

### **63. MODE OF CHANGING PROVISIONS OF LETTERS PATENT**

63.01 - *In this section,*

- (a) " minister " means the Minister of Consumer & Corporate Affairs;*
- (b) " the Act" means Part 2 of the Canada Corporations Act and the applicable provisions of Part 1 thereof as amended from time to time or any Act that may hereafter be substituted therefore;*
- (c) "Special Resolution" means a Special By-Law enacted and sanctioned in the prescribed manner for the purpose of changing the provisions of the Letters Patent of the CSPA.*

63.02 - *A Special Resolution may only be passed by a majority of the directors at a regular BoD meeting duly called for the purpose of considering said Special Resolution and same may only be sanctioned without variation by two-thirds (2/3) or more of the affirmative votes cast at an AGM or SGM of which notice specifying the intention to sanction such Special Resolution has been given.*

63.03 - *The CSPA may from time to time, by Special Resolution, apply to the Minister for Supplementary Letters Patent, as provided in such Special Resolution,*

- (a) extending the objects of the CSPA to such further or other objects for which the CSPA may be incorporated pursuant to the Act; or*
- (b) reducing, limiting, amending or varying the objects or the powers of the CSPA or any of the provisions of the Letters Patent or Supplementary Letters Patent issued to the CSPA.*

63.04 - *The CSPA may ask the Minister to have embodied in the Letters Patent or Supplementary Letters Patent,*

- (a) any provision which could under the Act be contained in any Ordinary or Special By-Law of the CSPA;*
- (b) any provision in respect of other powers in additions to or in modification of the powers mentioned in subsection 16: (1) of the Act; or*
- (c) any provision for the purpose of withholding or limiting any of the powers set out in subsection 16 (1) of the Act.*

63.05 - *An application under subsection 63.03 may be made only within six (6) months after the Special Resolution therein mentioned has been sanctioned by the Voting Members.*

63.06 - No provision in a Special Resolution shall be enforced or acted upon until confirmed by the Minister.

#### **64. MODE OF ENACTING /REPEALING /AMENDING BY-LAWS**

64.01 - Paragraphs (a) and (b) or subsection 63.01 shall apply to this section as if printed here.

64.02 - The by-laws of the CSPA shall be Ordinary by-laws and Special by-laws.

64.03 - By-laws of the CSPA may be enacted, and the prior by-laws repealed or amended by a by-law enacted, pursuant to the provisions of the Act and this section, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until,

- (a) sanctioned by two-thirds (2/3) or more of the affirmative votes cast at an AGM or SGM or which notice specifying the intention to sanction such by-law has been given; and
- (b) the approval of the Minister has been obtained.

64.04 - An Ordinary by-law, or any part thereof, may be repealed or amended by either an Ordinary by-law or a Special by-law.

64.05 - A Special by-law, or any part thereof, may be repealed or amended only by Special by-law.

64.06 - An Ordinary by-law may,

- (a) be enacted either by the BoD or the Voting Members pursuant to subsection 64.08 or 64.09, respectively; and
- (b) be sanctioned with or without variation pursuant to paragraph 64.03 (a).

64.07 - A Special by-law may only,

- (a) be enacted by the BoD pursuant to subsection 64.08; and
- (b) be sanctioned without variation pursuant to paragraph 64.03 (a).

64.08 - An Ordinary by-law or Special by-law shall not be deemed to be enacted by the BoD unless such Ordinary or Special by-law has been affirmed by a majority of the directors at a regular BoD meeting duly called for the purpose of considering said Ordinary or Special by-law.

64.09 - An Ordinary by-law shall not be deemed to be enacted by the Voting members unless such Ordinary by-law has been affirmed upon first consideration by the majority of the votes cast at an AGM or SGM of which notice specifying the intention to enact such Ordinary by-law has been given.

64.10 - A copy of the duly enacted and sanctioned Ordinary or Special by-law certified under the seal and the signatures of the President and the Secretary of the CSPA shall be forthwith filed with the Minister.

64.11 - Notwithstanding anything in this section or in section 63, a change of the place where the head office of the CSPA is to be situated may be effected by enactment and due sanctioning of a Special by-law, in which case no approval by the Minister is required, provided said place is within Canada and the CSPA has forthwith filed a certified copy of such Special by-law with the Minister and has given notice thereof in the Canada Gazette.

64.12 - This subsection covers a special allowance for a complete rewrite of PIM 3.

- a) Notice of the complete rewrite must be announced at the AGM prior.
- b) Prior to the Record Date, a special Adhoc Committee (made up of the Board of Directors, Chairs of Standing Committees and other such experts/executives of the CSPA) must sanction the proposed rewrite of PIM 3 by a two thirds (2/3) affirmative vote cast by those present at a meeting and/or teleconference.

- c) A full copy of the proposed rewrite of PIM 3 must be sent out to those stated in paragraph 18.08 (a through f) 30-60 days before the intended AGM where the proposed rewrite of PIM 3 will be voted on.*
- d) At the AGM where the proposed rewrite of PIM 3 is to be voted on, revisions are allowed during the AGM to account for clarification, spelling, punctuation and syntax.*
- e) And the proposed rewrite of PIM 3 must be sanctioned by a two thirds (2/3) affirmative vote cast by those present at the AGM and approved by the Minister.*

## **65. METHOD OF GIVING NOTICE BY THE CSPA**

*65.01 - For the purposes of this section,*

- (a) "notice" means a printed announcement and includes any other communication or document unless the context requires or permits otherwise;*
- (b) "recorded address" means the last address recorded on the books of the CSPA; and*
- (c) "member" includes director, officer and committee member of the CSPA.*

*65.02 - Any notice required to be given by the CSPA to a Member or Auditor under any provision of these by-laws shall be sufficiently given if ,*

- (a) delivered personally to the person to whom it is to be given;*
- (b) delivered to his recorded address; or*
- (c) mailed to his recorded address by prepaid ordinary mail or prepaid air mail in a wrapper or sealed envelope addressed to him at his recorded address.*

*65.03 - The Secretary may change the address on the books of the CSPA of any Member in accordance with any information by him to be reliable.*

*65.04 - A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address.*

*65.05 - A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box.*

*65.06 - Where the by-laws require the CSPA a notice to be given by registered mail to a Member or Auditor; such notice shall be deemed to have been given when registered for dispatch to his recorded address with any post office in Canada.*

*65.07 - Notification by the CSPA of a BoD meeting to a director, officer, Auditor or invitee by means of any telecommunication network shall be deemed to have been given when he acknowledges receipt of such notification by whatever means.*

*65.08 - In computing the date when notice must be given under any provision of the by-laws requiring a specified number of day's notice of any meeting or other event, the date of giving the notice shall be excluded and the date of such meeting or other event shall be included unless the context requires otherwise.*

## **66. METHOD OF GIVING NOTICE BY MEMBERS**

66.01 - For the purposes of this section, subsection 65.08 and paragraphs (a) and (c) of subsection 65.01 shall apply as if printed here.

66.02 - Where these by-laws require any Member a notice to be given by registered mail to the CSPA or a director, officer or committee member of the CSPA; such notice shall be deemed to have been given, if properly addressed, when received by the post office of the place wherein the national office of the CSPA is situated or, respectively, when received by the post office of the place wherein the appropriate individual aforesaid resides.

66.03 - Where these by-laws require any Member a notice to be given to the CSPA or a director, officer or committee member of the CSPA; such notice shall be deemed to have been given when,

- (a) in the case of an individual aforesaid,
  - (1) it is acknowledged by the signature of any member or servant of his household;
  - (2) it is delivered personally to him; or
  - (3) it is received by the post office pursuant to subsection 66.02; and
- (b) in the case of the CSPA;
  - (1) it is acknowledged by the signature of any of its employees or by the signature of its agent or representative of such agent authorized for the purpose;
  - (2) it is served on any employee of the CSPA at its national office; or
  - (3) it is received by the post office pursuant to subsection 66.02.

## **67. RULES OF ORDER**

67.01 - On any procedural matter in respect of any meeting of the BoD or Voting Members not dealt with in these by-laws, the President or Chairman shall refer to and be guided by provisions of the latest revised edition of Robert's Rules of Order.

## **68. ORDER OF GOVERNING DOCUMENTS**

68.01 - Paragraph (b) of subsection 63.01 shall apply to this section as if printed here.

68.02 - Documents governing the CSPA shall take precedence and govern in the order as follows:

- (a) the Act shall govern and is superior over all other documents,
  - (b) the Letters Patent and Supplementary Letters Patent shall govern over all by-laws,
  - (c) Special by-laws shall govern over Ordinary by-laws,
  - (d) Ordinary by-laws shall govern over resolutions passed at an AGM or SGM,
  - (e) resolutions passed at an AGM or SGM shall govern over resolutions passed at a BoD meeting
  - (f) resolutions passed at a BoD meeting shall govern over all informal rules, policies and procedures;
- provided, documents of a later date in respect of each paragraph as aforesaid shall always govern.

68.03 - The invalidity or enforceability of any provision of any present or future by-law or resolution of the CSPA shall not affect the validity or enforceability of the remaining provisions of such by-law or resolution.

68.04 - Where any provision of these by-laws or any amendment thereto conflicts with the provisions of the Act, the statutory provisions shall prevail, and any matters not specifically covered by these by-laws shall be governed by reference to the said statutory provisions.

## **69. REPRODUCTION**

69.01 - The Constitution and By-Laws of the CSPA, including any or all amendments thereto, may be reproduced for purposes of convenience in both official languages, either by both a french and english edition or two editions, one the french and the other english edition, provided that for accurate reference recourse should be had to the official documents.

69.02 - The meaning of words and phrases as set forth in the original documents approved by the Minister of Consumer and Corporate Affairs shall prevail should an error, omission or a difference in meaning in the aforesaid reproduction.

## **70. HEAD OFFICE AND OPERATIONS**

70.01 - The business of the CSPA may from time to time be carried on at the Head Office of the CSPA, which shall be within the geographical area situated within the boundaries of the nation of Canada, and at such place therein, as the BoD may from time to time determine or at such other place within Canada as may be provided for pursuant to Section 64.

70.02 - Notwithstanding anything in subsection 70.01, the CSPA may carry on its operations throughout Canada and elsewhere and may from time to time establish such other offices and agencies within or outside Canada as the BoD may by resolution deem expedient.

## **71. CORPORATE SEAL**

71.01 - The CSPA shall keep its name engraved in legible characters on its seal and shall show thereon both the french and english forms of its name or shall have two seals, each of which shall be equally valid, one showing the french and the other the english form of its name.

71.02 - The form of the seal or seals of the CSPA shall be such as shall be prescribed by the BoD.

## **72. EFFECTIVE DATE**

72.01 - These by-laws shall come into force on the day of approval by the Minister of Consumer and Corporate Affairs.

## **73. PURPOSE AND INTENT**

73.01 - These by-laws relate generally to the transaction of the internal business and affairs of the CSPA and, as such, shall be deemed to be " Ordinary by-laws " within the meaning of section 64 of these by-laws, and are enacted for the purpose of repealing, amending and restating, as the case may be, the provisions of all ordinary by-laws enacted, sanctioned and approved heretofore and, as a result of which, all Ordinary by-laws of a prior date are hereby repealed.

\*\*\*\*\* THE END \*\*\*\*\*

APPENDIX – A

(for use with Annual or Special General Meetings only)  
Suggested form of proxy pursuant to subsections 18.47 and 19.10  
of the by-laws of

CANADIAN SPORT PARACHUTING ASSOCIATION  
ASSOCIATION CANADIENNE de PARACHUTISME SPORTIF

The undersigned hereby appoints (M/Y)

- ..... Membership # . . . . Expiry Date . . . . ., or failing him/her
- ..... Membership # . . . . Expiry Date . . . . ., or failing him/her
- ..... Membership # . . . . Expiry Date . . . . ., or failing him/her
- ..... Membership # . . . . Expiry Date . . . . ., or failing him/her

with power or substitution, to attend and vote for the undersigned at the Annual or General Meeting of the Voting Members to be held on . . . . . and at any adjournments thereof.

Enter in full one of the words, FOR or AGAINST, and, if desired, CONDITIONAL, or if no entry is made, at the discretion of the proxyholder.

FOR or AGAINST (and) CONDITIONAL

- 1 ..... adoption of minutes of the last meeting;
- 2 ..... appointment of auditor;
- 3 ..... ratification of BoD actions/decisions;
- 4 ..... special resolutions, if any;
- 5 ..... special by-laws, if any;
- 6 ..... ordinary by-laws, if any;
- 7 ..... other special business, if any;
- 8 ..... other new business (specify);

and on such other business as may properly come before the meeting; hereby revoking all proxies previously given.

I hereby certify that I have read and fully understand the reverse side hereof.

.....  
Name of Voting Member (Prov. Council, Club, DZ Operator)

Date ..... Per: .....  
Authorized Signature. ....  
Name of authorized officer/Attorney and Position. ....

APPENDIX - A

NOTES:

- 1 - "Attorney" means one who may but need not be a lawyer and who is duly appointed by another to transact business for him.
- 2 - A proxyholder may cast no more than three (3) votes.
- 3 - Each proxy constitutes only one vote.
- 4 - A proxyholder must be an Ordinary, Lifetime or Member at Large in good standing, but the proxyholder may not be an employee of the CSPA nor may he be a member of the credentials committee.
- 5 - This proxy must be executed, if the Voting Member
  - (a) is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized
  - (b) is an unincorporated Club, by an officer or attorney thereof duly authorized
  - (c) is a sole proprietorship, by the owner or his authorized attorney; or
  - (d) is an unincorporated partnership, by a partner or attorney thereof duly authorized.
- 6 - Unless revoked by the reverse-signed or my attorney at a later date, this proxy congress authority for the named proxyholder to vote in his discretion with respect to amendments or variations to the matters identified in the notice of the meeting accompanying this proxy or other matters which may properly come before the meeting.
- 7 - This proxy shall be deemed to be revoked without further formality when the reverse-signed is present in person at the meeting aforesaid.
- 8 - When voting with respect to a particular matter is to be made *CONDITIONAL*, specify by copying the word either *FOR* or *AGAINST* and by copying the word *CONDITIONAL* in the appropriate space on the reverse hereof, the *CONDITION* shall be such as is specified by way of a brief description below, if no such description is given, the *CONDITION* shall be deemed to be null and void, however, the instructions in respect of *FOR* or *AGAINST* shall remain valid.
- 9 - The person giving this proxy is hereby advised to retain a photocopy of the completed and executed proxy including this side.
- 10- The proxyholder is hereby advise to retain a photocopy of both sided hereof, the original executed proxy must be given to the credentials committee at the meeting in exchange for your voting ballot.
- 11- Any changes made in the completions of this proxy must be initialed by the individual signing this proxy, if both *FOR* and *AGAINST* are entered it shall be deemed to mean *FOR*.
- 12- The CSPA is not responsible for the manner in which the named proxyholder exercises his rights conferred by this proxy, this rests solely with the person signing the proxy.

\*\*\*\*\*

CONDITIONS (attach additional pages if necessary)

APPENDIX - B

STATUTORY DECLARATION

C A N A D A

) IN THE MATTER OF NOMINATION as a candidate for  
) the election to the Board of Directors (BoD) of the  
) Canadian Sport Parachuting Association - Association  
Candienne de Parachutisme Sportif, hereinafter referred to  
as " the CSPA ".

I, ....., of the ..... in  
the .....

DO SOLEMNLY DECLARE THAT:

- 1 - I wish to be elected as a Director to the BoD of the CSPA, which election is scheduled to be held in the ..... Region within 90 days from the date thereof.
- 2 - I am not disqualified to be a director of the CSPA, because;
  - a) I am of the full age of eighteen (18) years or more;
  - b) I have power under law to contract;
  - c) I am a Member of the CSPA and I am not under suspension;
  - d) my principal place or residence is situated within the aforesaid Region;
  - e) I am a Canadian citizen or have been lawfully admitted to Canada for permanent residency in Canada; and
  - f) I am not a salaried employee of the CSPA, either part-time or full-time.
- 3 - The following are my current personal data:

Last Name ..... First Name(s) .....

Mailing Address .....

..... Postal Code .....

Membership No..... Expiry Date ..... Membership Class .....

If mailing address does not state where the place of your resident is situated, state the following as applicable:

Municipality ..... County .....

Township ..... Other .....

Telephone Number (if any) Home (....) ..... Work (....) .....

I have read and fully understand the conditions on the reverse side hereof.

AND I MAKE THIS SOLEMN DECLARATION conscientiously believing it to be true and knowing that it is the same force and effect as if made under oath and by virtue of " THE CANADA EVIDENCE ACT ".

DECLARED before me at the ..... )  
of ..... , in the ..... )  
County of ..... , in the ..... ) .....  
Province of ..... , in the ..... ) Signature of nominee  
day of ..... , A.D. .... )  
.....

A Commissioner, etc..

APPENDIX - B

20. QUALIFICATIONS AND NOMINATIONS OF DIRECTORS

20.01- In this section,

- (a) "Appendix B" means a nomination form to be used for the purpose of nominating and qualifying a candidate;
- (b) "Candidate" means any nominee who wishes to be elected for the office of Regional Director of a specified Region, and whose sworn Appendix B has been given to the CSPA on or before the record date and includes with it the names, addresses, phone numbers and signatures of five (5) voting and/or non-voting members from the region other than that of the candidate. (**ref. para.6.01 and 6.02**)
- (c) "Member" means any Ordinary Member or Lifetime Member and who is registered with the CSPA as being a member, client or supporter of any member Club or member Drop Zone Operator as defined in sub-paragraph 21.01 (a) (2), or, if such individual who has completed Appendix B;
- (d) "Nominee" means any individual who has completed Appendix B;
- (e) "Record Date" means the record date as established pursuant to subsection 18.08, but, where the CSPA has fixed the said record date on a weekend or statutory holiday, such record date shall be deemed to have been postponed to the first business day of the CSPA after the end of such weekend or statutory holiday;
- (f) any word or phrase used in this section shall be understood to related to the preliminaries of a Regional Meeting of the CSPA; and
- (g) words and phrases that are bold printed thus in this section are defined above in this subsection.

20.02 - Any individual shall disqualify himself as a nominee, and as such, shall not complete Appendix B, if

- (a) he is not of the full age of eighteen (18) years or more;
- (b) he does not have power under law to contract;
- (c) he is not a Member or if his membership is under suspension;
- (d) his principal place or residence is situated outside the specified Region;
- (e) he is not a Canadian Citizen or has not been lawfully admitted to Canada for permanent residency in Canada; or
- (f) he is a salaried employee or of the CSPA, either part-time or full-time.
- (i) he does not have the requisite number of signatures of members in good standing from that region

20.03 - For the purposes of this section, any nominee, who is an Ordinary or Lifetime member residing within a specified Region, but, who is registered with the CSPA as being a member, client or supporter of a Region, shall be deemed a member at Large and thus be a Member; provided that this privilege shall lapse and cease to have effect upon the failure of such nominee to become a candidate or being elected to the BoD, whichever comes first, or if he is elected to the BoD, upon the expiry or renewal of his membership.

20.04 - Any sworn Appendix B shall be deemed to contain the bonafides thereof and shall be admissible in evidence as prima facie proof of all matters contained therein.

20.05 - The provisions of this section are directory only, and no sworn Appendix B given to the CSPA on or before the record date shall be held void or voidable on account only of any irregularity or insufficiency in respect of any matter pertaining to the execution thereof or statements contained therein.

20.06 - Notwithstanding anything in subsection 20.05, any nominee shall only be disqualified as a candidate and, as such, his name may not be placed on any ballot, if his Appendix B  
(a) has not been given to the CSPA on or before the record date; or  
(b) has not been sworn.

20.07 - The nomination form shall be as per Appendix B which shall form part and parcel of these by-laws.

20.08 - Upon the giving of any completed Appendix B, the CSPA shall establish the sufficiency thereof pursuant to subsection 20.06, and, if so found sufficient, shall forthwith give notice thereof to the candidate, but, if found insufficient, the CSPA shall forthwith give notice to the nominee - in the first instance by telephone, if possible, followed up by registered mail - of the details of such insufficiency and shall include therewith a copy of his Appendix B so given.

NOTE "power under law to contract" means you must be of legal age and you may not be an undischarged bankrupt, or be of unsound mind and have been so found by a court in Canada or elsewhere.

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Phone #:( ) \_\_\_\_\_

\_\_\_\_\_  
Signature

2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Phone #:( ) \_\_\_\_\_

\_\_\_\_\_  
Signature

3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Phone #:( ) \_\_\_\_\_

\_\_\_\_\_  
*Signature*

4. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Phone #:( ) \_\_\_\_\_

\_\_\_\_\_  
*Signature*

5. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
Phone #:( ) \_\_\_\_\_

\_\_\_\_\_  
*Signature*

APPENDIX - C

(for used with Regional or Special Regional Meetings only)  
Prescribed for of proxy pursuant to subsection 21.25 and 22.12  
of the by-laws of

CANADIAN SPORT PARACHUTING ASSOCIATION  
ASSOCIATION CANADIENNE de PARACHUTISME SPORTIF

The undersigned hereby appoints

..... Membership # . . . . Expiry Date . . . . . , or failing him/her

..... Membership # . . . . Expiry Date . . . . . , or failing him/her

..... Membership # . . . . Expiry Date . . . . . , or failing him/her

..... Membership # . . . . Expiry Date . . . . . , or failing him/her

with power of substitution, to attend and vote for the undersigned at the Regional or Special Regional Meeting  
of the ..... Region to be held on .....  
(specify region) (date)

and at any adjournments thereof.

1- In the matter of election for the office of Regional Director pursuant to sections 21 and 22 of the by-laws,  
the above named proxyholder is hereby instructed to use this proxy as voting ballot for the purpose of electing  
Name of 1st choice candidate ..... or failing him/her

Name of 2nd choice candidate ..... or failing him/her

Name of 3rd choice candidate ..... for the office of

Regional Director for the aforesaid Region, and on such other business as may properly come before the  
meeting; hereby revoking all proxies previously given.

2- In the matter of the proposed removal from office as Regional Director pursuant to section 22 of the by-  
laws, the above named proxyholder is hereby instructed to use this proxy as voting ballot for the purpose of  
voting ..... the proposal to have ..... removed from  
(for/against) (Name of Regional Director)

office as Regional Director for the aforesaid Region, and on such other business as may properly come  
before the meeting; hereby revoking all proxies previously given.

I hereby certify that I have read and fully understand the reverse side hereof.

.....  
Name of Voting Member (Prov. Council, Club, DZ Operator)

Date .....

Per: .....  
(Authorized Signature)

.....  
Name of authorized officer/Attorney and Position.

## NOTES TO APPENDIX - C

- 1 - "Attorney" means one who may but need not be a lawyer and who is duly appointed by another to transact business for him.
- 2 - Each proxy constitutes only one vote and a proxyholder must be a Member as defined in paragraph 20.01 (c) of the by-laws, but the proxyholder may not be an employee of the CSPA nor may he be a member of the credentials or scrutinizing committees.
- 3 - This proxy must be executed, if the Voting Member
  - (a) is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized;
  - (b) is an unincorporated Club, by an officer or attorney thereof duly authorized;
  - (c) is a sole proprietorship, by the owner of his authorized attorney, or
  - (d) is an unincorporated partnership, by a partner or attorney thereof duly authorized.
- 4 - Unless revoked by the reverse-signed or my attorney at a later date, this proxy confers authority for the named proxyholder to vote in his discretion with respect to amendments or variations to the matters identified in the notice of the meeting accompanying this proxy or other matters which may properly come before the meeting and except such matters as are specified on the reverse hereof.
- 5 - This proxy shall be deemed to be revoked without further formality when the reverse-signed is present in person at the meeting aforesaid.
- 6 - The person giving this proxy is hereby advised to retain a photocopy of the completed and executed proxy.
- 7 - Any changes made in the completions of this proxy must be initialed by the individual signing this proxy.
- 8 - The CSPA is not responsible for the manner in which the named proxyholder exercises his rights conferred by this proxy, this rests solely with the person signing the proxy.
- 9 - For your information, the following are some of the most relevant subsections of the by-laws of the CSPA.

## 21 - ELECTION OF DIRECTORS - REGIONALS MEETING

- 21.01 - In this section,
  - (a) " Voting Member " means a Voting Member with respect to a Region
    - (1) that, if a Provincial Council, operates within such Region, or
    - (2) that, if a Club or a Drop Zone Operator, operates principally within the said Region and is registered as such with the CSPA;
- 21.09 - Each Voting Member shall, if otherwise qualified, be entitled
  - (a) to receive all notices relating to this Regional Meeting;
  - (b) to attend his Regional Meeting, either in person or by proxy, and
  - (c) to cast one (1) vote for the candidate of his choice.
- 21.17 - Each representative may represent no more than the aggregate of Voting Members less one (1), and each Voting Member may not be represented by more than one (1) representative.
- 21.19 - If otherwise qualified, the Chairman shall be the President or the Vice-President, or any Member or one or more alternate Members appointed by the BoD, but, if none of them are present within (15) fifteen minutes after the time appointed for the holding of the Regional Meeting, the Members present shall choose one from their number, provided always that in no case shall the Chairman
  - (a) be a candidate;
  - (b) be a delegate;
  - (c) be the incumbent Regional Director, or
  - (d) be a member of the scrutinizing committee

21.20 - A quorum for the transaction of business shall consist of not less than one-quarter ( $\frac{1}{4}$ ) of the qualified Voting Members present in person or represented by proxy, provided that all or no less than two representatives shall be in attendance, who, for quorum purposes, shall not be

- (a) employed by the CSPA;
- (b) the Chairman;
- (c) a member of the credentials or scrutinizing committee;
- (d) the incumbent Regional Director; or
- (e) a candidate.

21.21 - No election shall take place if a quorum is not present at any Regional Meeting.

21.22 - A Regional Meeting may not be adjourned beyond the day whereon same is held.

21.24 - A proxy used for the purpose of a ballot may designate one or more alternate candidates and, where a candidate withdraws in the meantime, the next alternate candidate shall be entitled to such vote.

21.26 - The scrutinizing committee shall record all votes cast with respect to

- (a) the identity of the Voting Member;
- (b) the name of the delegate of each Voting Member, and whether or not such delegate is a proxyholder of said Voting Member;
- (c) spoiled or invalid ballots; and
- (d) in favour of whom each Voting Member casts his vote.

21.28 - A ballot shall be deemed spoiled or invalid if

- (a) such ballot is a proxy and
  - (1) is not duly executed; or
  - (2) does not contain the name of any candidate; or
- (b) such ballot is other than a proxy and
  - (1) is blank;
  - (2) contains the names of two or more candidates; or
  - (3) contains one or more names other than that of candidates.

21.30 - The candidate in favour of whom the most votes are cast shall be deemed elected for the office or Regional Director and his term of office shall commence from the dissolution or adjournment of the earliest AGM following the time of his election until the dissolution or adjournment of the AGM held in the second calendar year after he takes office.

21.31 - Notwithstanding anything in subsection 21.09, where the results of the election show and equality in the highest number of votes cast in favour of two (2) or more candidates, each delegate shall cast one (1) additional vote without proxy in favour of one of the candidates that received the highest equal number of votes, and, where in the opinion of the Chairman the probability of a subsequent equality of votes may be reduced, the Chairman may also cast a vote, and, if still undetermined, this process shall be continued until determined.

21.32 - No ballots or any record of the scrutinizing committee shall be destroyed unless and until the candidates and the delegates have given their unanimous consent or the candidate elected has been re-elected or another individual has been elected in his stead at any subsequent Regional or Special Regional Meeting.

21.33 - Where there is any irregularity alleged by any candidate or delegate and no consent pursuant to subsection 21.32 has been given, the delegates shall try to resolve the irregularity, failing which the scrutinizing committee shall immediately forward all the ballots and the aforesaid records to the President of the CSPA for final determination by the BoD.

21.37 - The Chairman shall appoint the members of the scrutinizing committee whose members shall not be less than two impartial and independent individuals who need not be Member and, as such, said committee members may not be

- (a) the Chairman;
- (b) employed by the CSPA;
- (c) a director, officer or member of any other committee of the CSPA
- (d) a candidate; or
- (e) a delegate;

provided that each member of the scrutinizing committee so appointed shall have the assent of the majority of the delegates and candidates present, where there is an equal number of assentors and dissenters, the Chairman shall make the final determination.

20.01(c) "Member" means any Ordinary Member or Lifetime Member and who is registered with the CSPA as being a member, client or supporter of any member Club or member Drop Zone Operator as defined in subparagraph 21.01 (a) (2), or, if such individual is a Member at Large, has his principal place of residence within a specified Region;