



PARACHUTIST INFORMATION

MANUAL

PART 3

BY-LAWS

JANUARY 2016

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Canadian Sport Parachuting Association
204 - 1468 Laurier St
Rockland, ON K4K 1C7
www.cspa.ca

PARACHUTIST INFORMATION MANUAL

***BY-LAWS
of the
CANADIAN SPORT PARACHUTING ASSOCIATION***

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

*February 28, 2015
Calgary, Alberta*

*Canadian Sport Parachuting Association
204-1468 Laurier Street
Rockland, Ontario
K4K 1C7
C A N A D A*

ADOPTION OF THESE BY-LAWS

Adoption by Board – This by-law was adopted by the CSPA Board at a meeting of the Board duly called and held on Friday, February 27, 2015.

Ratification – This by-law was ratified by a two-thirds (2/3) affirmative vote of the CSPA Members entitled to vote at a Meeting of Members duly called and held on Saturday, February 28, 2015

Repeal of Prior By-laws – In ratifying this by-law, the Members of CSPA repeal all prior by-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.

Submission – Any amended and revised by-law will be mailed to Corporations Canada at:

Corporations Canada
Jean Edmonds Building
9th Floor, South Tower
365 Laurier Avenue W.
Ottawa, Ontario
K1A 0C8

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SECTION 1: GENERAL

1.1 **Purpose** – This by-law relates to the general conduct of the affairs of the Canadian Sport Parachuting Association, a Canadian Not-For-Profit Corporation under the Canada Corporations Act, Part II, as amended and operating as the Canadian Sport Parachuting Association - Association Canadienne de Parachutisme Sportif.

1.2 **Definitions** - The following terms have these meanings in this by-law:

- a) *Act* – the Canada Not-For-Profit Corporations Act, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *AGM* – Annual General Meeting or Annual Meeting;
- c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual General Meeting;
- e) *Board* – the Board of Directors of CSPA;
- f) *Corporation* – CSPA;
- g) *CSPA* – Canadian Sport Parachuting Association;
- h) *Day(s)* – any day irrespective of weekends and holidays;
- i) *Director* – an individual elected or appointed to serve on the Board pursuant to this by-law;
- j) *Drop Zone or DZ* – 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 for:
 - i) the operation of aircraft used for parachuting (Jump Aircraft);
 - ii) the use by individuals for the purpose of parachuting; and
 - iii) for any other purpose secondary to that of parachuting;
- k) *Jump Aircraft* – 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).
- l) *Member* – A provincial/territorial association, club, or dropzone that has registered and affiliated with CSPA according to the provisions in section 2.2, 2.3, and 2.4. Members may pay a program or license fee as determined by CSPA for services to be rendered or received. Members are entitled to votes as prescribed in section 3.13.
- m) *Officer* – an individual elected or appointed to serve as an Officer of CSPA pursuant to this by-law;
- n) *Operator* – in respect of a Drop Zone, means the person(s) in possession of the Drop Zone, whether as owner(s), lessee, hirer or otherwise;
- o) *Ordinary Resolution* – a Resolution approved by a majority of not less than 50% plus 1 of the votes cast on that Resolution;
- p) *Parachuting* – the action of a person making a parachute jump from a jump aircraft with the intention of using a parachute for the whole or a part of the descent to the surface of the earth.
- q) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act
- r) *Registered Participant* - an individual who is registered with CSPA and who registers his/her individual affiliation to a CSPA Member. This can include but is not limited to Ordinary Participants, Student Participants and Honorary Participants. In all cases, the identity of such an individual is recorded with CSPA and a list will be provided to each CSPA Member of its affiliated Registered Participants as required by these by-laws to determine its number of votes, as per Section 3.14.

Registered Participants may pay a program or license fee as determined by CSPA for services to be rendered or received.

- s) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;
- t) *SGM* – a Special General Meeting or Special Meeting;
- u) *Special Resolution* – a Resolution approved by not less than two-thirds (2/3) of the votes cast on that Resolution.

1.3 **Head Office** – The head office of the Corporation shall at all times be located within the Country of Canada, at such address as the Board may, by Resolution, determine.

1.4 **Corporate Seal** - The Corporation will have a Corporate seal which will be adopted and may be changed by Resolution of the Directors. The Corporate seal will be in the possession of the Head Office under the authority of the President.

1.5 **No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used to promote its objects.

1.6 **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of this by-law that is contradictory or ambiguous, provided such interpretation is consistent with the objects, mission, vision and values of the Corporation.

1.7 **Conduct of Meetings** – Unless otherwise specified in the Act or this by-law, meetings of Members and meetings of the Board may be conducted according to Roberts Rules of Order (current edition) at the discretion of the Chair of the meeting.

1.8 **Interpretation** – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

SECTION 2: MEMBERSHIP

Membership classes

2.1 **Classes** – CSPA shall have one class of Members, as follows:

- a) **Members**: which shall consist of Provincial/Territorial Associations, Clubs and Drop Zones.

Conditions for Membership

2.2 **A Provincial/Territorial Association** must be recognized or supported in any manner by its respective Provincial/Territorial Government as the Governing Body for Sport Parachuting; and which:

- a) Has applied and been accepted for membership with the Corporation;
- b) Ensures that it has provided its Governing Body with the names of its Member clubs and ensures that each of its member clubs register all individuals within its clubs with it; and
- c) Has agreed to abide by the Corporation's by-laws, policies, procedures, rules and regulations.

2.3 **Club** - must be a group of Registered Participants or an Association other than as defined in 2.2 heretofore, which:

- a) Has applied and been accepted for membership within the Corporation;
- b) Consists of no less than 5 Affiliated Registered Participants.
- c) Has agreed to abide by the Corporation's by-laws, policies, procedures, rules and regulations.

- 2.4 Drop Zone – Any Drop Zone in Canada as defined in 1.2(j), and which:
- a) Has applied and been accepted for membership in the Corporation; and
 - b) Is a registered business in at least one province/territory in Canada;
 - c) Consists of no less than 5 Affiliated Registered Participants
 - d) Ensures that all the DZ Operators are listed on the membership application/renewal and that the Corporation is apprised of any changes throughout the active membership period.
 - e) May hold one (1) membership within the Corporation.
 - f) Has agreed to abide by the Corporation’s by-laws, policies, procedures, rules and regulations.

Transfer of Membership

- 2.5 Transfer – Any interest arising from membership in the Corporation is not transferable.

Admission of Members

- 2.6 Admission of New Members - No one will be admitted as a new Member of CSPA unless:
- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
 - b) The application is received by the Corporation by the date prescribed by the Corporation.
 - c) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member, unless exception is granted by a majority Board decision;
 - d) The candidate member has paid dues as prescribed by the Board;
 - e) The candidate member has met the applicable requirements defined in sections 2.2, 2.3, and 2.4; and
 - f) The candidate member has been approved as a member by majority vote of the Board or approved by any committee or individual delegated this authority by the Board.
- 2.7 Renewing Members – No Member will be renewed as a Member of CSPA unless:
- a) The member has made an application for membership renewal in a manner prescribed by the Corporation;
 - b) If, at the time of applying for membership renewal, the Member is a Member in good standing; and
 - c) The member has paid dues as prescribed by the Board; and
 - d) The member has been approved as a member by majority vote of the Board or approved by any committee or individual delegated this authority by the Board.

Duration

- 2.8 Duration – Membership is granted on an annual basis, subject to renewal in accordance with these by-laws.

Membership Dues

- 2.9 Dues –Membership dues for all categories of Membership will be determined annually by the Board.
- 2.10 Deadline – A Member will be notified in writing, at any time, of the membership dues payable by it, and if such dues are not paid within one (1) month of the membership renewal date, the Member in default will automatically cease to be a Member of the CSPA.

Withdrawal and Termination of Membership

2.11 Withdrawal and Termination - Membership in CSPA is terminated when:

- a) The Member ceases to exist;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.2, 2.3, and 2.4 of these by-laws;
- c) The Member resigns from CSPA by giving written notice to the Board, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual resignation becomes effective.
- d) The Member fails to pay membership dues or monies owed to the CSPA by the deadline dates prescribed;
- e) The Member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

2.12 May Not Resign – A Member may not resign from the CSPA when the Member is subject to disciplinary investigation or action.

2.13 Discipline – A Member may be suspended or expelled from the CSPA in accordance with the Corporation's policies and procedures relating to the conduct of Members.

2.14 Rights of Members – Subject to the Sections of these by-laws, upon termination of membership, the rights of the Member, including any rights in the property of CSPA, automatically cease to exist.

Good Standing

2.15 Definition – A Member of CSPA will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by CSPA;
- d) Has complied with the by-laws, policies, procedures, rules and regulations of CSPA;
- e) Is not subject to a disciplinary investigation or action by CSPA, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Had paid all required membership dues or debts to CSPA, if any.

2.16 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

SECTION 3: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members are Annual General Meetings (AGM) and Special General Meetings (SGM). AGMs are scheduled at the Board's discretion, as required by law.

3.2 Special General Meeting - An SGM of the Members may be called at any time by the President, the Board, or upon the written requisition of Members who hold five percent (5%) of the votes of the Corporation. The Agenda of and SGM will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date - The Corporation will hold a meeting of Members at such date, time and place as determined by the Board. The AGM will be held within fifteen (15) months of the last AGM, but no later than six (6) months after the Corporation's Fiscal Year End.

3.4 Meetings by Electronic Means – A meeting of Members in good standing may be held by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

3.5 Participation in Meetings by Electronic Means – Any Member entitled to attend a meeting of Members may participate in the meeting by means of telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

3.6 Notice - Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, and to the Board, by one or more of the following means:

- a) By mail, courier or personal delivery during a period of 21-60 calendar days before the day on which the meeting is to be held; or
- b) By telephonic, electronic or other communication facility during a period of 21-60 calendar days before the day on which the meeting is to be held; and/or
- c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.

3.7 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-law of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.8 Persons Entitled to Attend – All Members, the Board, the Auditor of the CSPA and such other persons who are entitled or required under any provision of the Act, or these by-laws to be present at the meeting are entitled to attend. Any other person may be admitted only on the invitation of the chair of the meeting or by Resolution of the Members.

3.9 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board 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. No notice will be required for any adjourned meeting.

3.10 Agenda – The agenda for the Annual General Meeting will include but is not limited to:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Declaration of any Conflicts of Interest
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board, Committee and Office Reports, Question and Answer period
- g) Approval of Auditors Report and Financial Statements
- h) Appointment of Auditors
- i) Business as specified in the meeting notice
- j) Special Business
- k) Election of new Directors, Officers and Committee Members
- l) Adjournment

3.11 Special Business – Any Member who wishes to have new business added to the agenda of a meeting will be given written notice to the CSPA at least forty-five (45) days prior to the meeting date. New business not received 45 days prior to a meeting may be added to the agenda at the discretion of the Board.

3.12 Quorum –The presence of one quarter (25% | 1/4) of the Members, whether in person or by proxy, will constitute a quorum for an AGM. The presence of one Half (50% | 1/2) of the Members, whether in person or by proxy, will constitute a quorum for an SGM.

3.13 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.14 Voting Privileges – Each Member in good standing shall be entitled to attend and participate in meetings and are entitled to the following number of votes at any AGM or SGM:

- a) One (1) Vote for 5- 49 Registered Participants;
- b) Two (2) Votes for 50-99 Registered Participants;
- c) Three (3) Votes for 100 or more Registered Participants.

3.15 Delegates – Members may appoint a Delegate to represent and vote on behalf of the Member. Delegates must be at least eighteen years of age and be a Registered Participant. A Member may not be represented by more than one Delegate at any one Meeting.

3.16 Notice – If possible, the CSPA National Office must receive written notice (inclusive of electronic notice) of the appointment of any Delegate of any Member at least three (3) days prior to the date fixed for the next General Meeting when that same Delegate is to be recognized by the Corporation as a Delegate of a particular Member.

3.17 Absentee Voting – The CSPA shall send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of the meeting or, if it is adjourned, of the continued meeting.

- a) Every Member entitled to vote at a meeting of Members may by means of a proxy appoint a proxy holder or one or more alternate proxy holders, who are Members or Registered Participants but not employees of the CSPA, as the Member’s nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the Proxy;
- b) A proxy must be signed by the Member or if the Member is a body corporate, by an officer of the body cooperate duly authorized;
- c) The proxy must be received by the Corporation prior to the start of the meeting;
- d) A proxy is valid only at the meeting for which it is given, or if that meeting is adjourned, at the meeting that continues the adjourned meeting.

3.18 Maximum Votes – A Delegate may hold the voting rights of no more than four (4) Members of the CSPA.

3.19 Determination of Votes - Votes will be determined by a show of hands, orally, or by electronic ballot unless a motion for a secret ballot is approved. The method of voting will be determined by the Chair of the meeting. Anyone present at the meeting, who is entitled to vote, has the right to propose a motion for a secret ballot.

3.20 Majority of Votes - Except as otherwise provided in the Act or this by-law, the majority of votes cast by Members present in person or by proxy shall carry a motion, provided there is quorum. The President shall not vote on motions, except in the case of a tie.

SECTION 4: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of no less than three (3) and no more than seven (7) Directors.

Election of Directors

4.2 Eligibility - Any individual, who is at least eighteen (18) years of age, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who meets one or more of the skills and characteristics defined in Section 4.3, and is a Registered Participant of CSPA in good standing may be nominated for election as a Director.

4.3 Skills and Characteristics – Potential Directors will have one or more of the following skills and/or characteristics:

Characteristics

- a) Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
- b) Knowledge about roles and responsibilities of a Director, Board and Staff
- c) Experience in formulating policy
- d) Experience in thinking strategically
- e) Knowledge about the sport of parachuting
- f) Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
- g) Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
- h) Strategic connectivity to key clients
- i) Ethical and values based behavior
- j) Representative of client population (athlete & coach)
- k) Other attributes valued by the Board of Directors

Skills

- l) Accounting qualification (CA, CMA, CGA)
- m) Legal qualification (LL.B)
- n) Professional qualifications (MD, PhD, MBA, Sport Science)
- o) Personnel Management (Human Resource Professional designation)
- p) Media/Marketing/Public Relations contacts/experience
- q) Fundraising and funding source contacts
- r) Administration/Management experience
- s) Government relations/contacts
- t) Organizational development/Strategic Planning experience
- u) Other skills valued by the Board of Directors

4.4 Board Candidates

- a) Nominating Committee – The Board may appoint a Nominating Committee which will be comprised of a minimum of three Registered Participants. The Nominating Committee will be responsible to solicit candidates with one or more of the skills and characteristics defined in section 4.3 for the election to the Board and may nominate these candidates for the election to the Board in accordance with 4.5.
- b) In addition to any candidates nominated by the Nominating Committee, candidates for election as a Director may be nominated by five (5) Registered Participants in accordance with 4.5.

4.5 Nomination - Any nomination of an individual for election as a Director will be by written notice executed and given by either the Nominating Committee and/or the five (5) Registered Participants. Each nomination must:

- Include the signed or electronic signature of the Chair of the Nominating Committee or the signed or electronic signature of all five (5) Registered Participants, as appropriate.
- Include the written consent of the nominee by signed or electronic signature.
- In the case of a nomination from five (5) Registered Participants, provide evidence of having one or more of the skills and characteristics defined in Section 4.3.
- Be submitted to the Head Office of CSPA at least forty five (45) days prior to the meeting or at the discretion of the Board.

4.6 Incumbents – Individuals currently on the Board wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the Corporation forty five (45) days prior to the meeting or at the discretion of the Board.

4.7 Circulation of Nominations – A copy of all nominations made in accordance with 4.5 will be sent (whether by mail, fax, or electronic mail) in accordance with the time deadlines stipulated in 3.6, to all Members prior to the AGM at which the elections are to take place.

4.8 Nominations at the AGM – In the event that an insufficient number of nominations, as required by 4.9 are received in accordance with 4.5 and 4.6, a nomination for election to the Board may be made at the AGM by any Member present in person. Any such Nominee must provide consent for this nomination, either in person or in writing, and provide evidence of having one or more of the skills and characteristics defined in section 4.3, for such a nomination to be included in the election process.

4.9 Election - The election of directors will take place at an AGM or at an SGM called specifically for this purpose.

- In odd numbered years, up to four (4) Directors;
- In even numbered years, up to three (3) Directors.

4.10 Decision –

- If the number of Nominees is equal to or less than the number of Board vacancies to be filled, as per 4.9, each Nominee shall be declared as being elected to the Board.
- In the event that a) does not apply, each Member present or represented by proxy will receive a ballot paper on which are written all the names of the Nominees for election. Each Member may cast the number of votes entitled per 3.14 for one Nominee or may allot, if entitled to more than one vote, that number of votes to two or more Nominees.
- The votes will be counted by two (2) Scrutineers appointed for the purpose by the Chair of the AGM or SGM. The Scrutineers may not be representing a Member at the meeting nor may they be a Nominee for election.
- The Scrutineers will deliver a report to the meeting in which the Nominees will be listed in descending order of number of votes received. The Nominee(s) with the greatest number of votes, equal to the number of Board vacancies to be filled as per 4.9, shall be declared elected to the Board.

4.11 Terms – A Director will serve for a term of (2) years and will hold office until his successor has been duly elected in accordance with these by-laws, unless he resigns, is removed from or vacates his office.

Suspension, Resignation and Removal of Directors

4.12 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. A Director who is subject to a disciplinary investigation or action of the Corporation at the time of resignation will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

- 4.13 Vacate Office - The office of any Director will be vacated automatically if the Director:
- a) Fails to attend 3 consecutive board meetings, without reasonable cause;
 - b) Discontinues his status as a Registered Participant;
 - c) Is found by a court to be of unsound mind;
 - d) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
 - e) Is charged and/or convicted of any criminal offence related to the position;
 - f) Changes his permanent residence to a location outside of Canada; or
 - g) Dies.

4.14 For the purpose of subsection 4.13, “reasonable cause” shall be deemed to mean any Director being absent for the following reasons:

- a) illness;
- b) maternity leave, or maternity attendance on their spouse;
- c) death occurring in their immediate family, such as spouse, child, parent, brother or sister;
- d) moving, no more than twice during their term of office, to another place of residence within Canada;
- 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 deems fit, provided that they shall forthwith give notice of the reason for their absence to the President.

4.15 Removal – An elected Director may be removed by majority vote of the Members at an AGM or SGM, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

4.16 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with CSPA’s policies related to discipline, by two-thirds (2/3) vote of the Board at a Board of Directors Meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.17 Vacancy - When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next AGM. No more than one-third (1/3) of the total number of directors elected at the previous AGM or SGM can be so appointed.

Remuneration

4.18 Remuneration - Directors will serve without remuneration and no Director will directly or indirectly receive any profit from his position, provided that a Director may be paid reasonable out of pocket expenses incurred by him in the performance of his duties.

Meetings of Directors

4.19 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

4.20 Notice – A notice of a Board Meeting, served other than by mail, will be given to all Directors at least seventy-two (72) hours prior to the scheduled meeting. A notice served by mail will be sent at least thirty (30) days prior to the meeting. No Notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.21 Number of Meetings – The Board will hold meetings as required.

4.22 Quorum – At any meeting of the Board, a majority of the Directors present in person or by telephone shall constitute a quorum at such meeting.

4.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed if a majority of the votes cast are in favor. The President of the CSPA is entitled to cast a vote upon a tie.

4.24 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.25 Meetings by Telecommunications - A meeting of the Board may be held by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings of teleconference have been approved by Resolution passed at a meeting of the Directors.

4.26 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a Resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.27 Meetings by Telephone - Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.28 Powers – Except as otherwise provided in the Act or this by-law, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.29 Managing the Affairs of the Corporation – The Board may make policies and procedures or manage the affairs of the Corporation in accordance with the Act and this by-law.

4.30 Discipline – The Board may make policies and procedures relating to the actions and behaviour of Members, and Registered Participants and will have the authority to discipline in accordance with such policies and procedures.

4.31 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

4.32 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation. The Board may also terminate any such employment or engagement as it sees fit. No employment contract shall exceed two (2) years. At the end of the two (2) year term, a new contract may be entered into.

4.33 Borrowing Powers – The board may borrow money, upon the credit of the Corporation, as it deems necessary:

- a) From any bank, other corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
- b) to limit or increase the amount to be borrowed;

- c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
- d) to secure any such bond, 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, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

SECTION 5: OFFICERS

5.1 Composition – The Officers will be the President, the Vice President, the Treasurer and the Secretary or in lieu of a Secretary and Treasurer, a Secretary/Treasurer, and such other officers as the Board may determine by Resolution from time to time, will be appointed by the Board by way of Ordinary Resolution.

5.2 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of CSPA, will preside at the AGM and any SGM of CSPA and at any meetings of the Board, will be the official spokesman of the Corporation, will act as Chairman on committees of Officers representing the Board, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President shall, during the absence or inability of the President, have all the powers and shall discharge all the duties of the President, and will perform other such duties as the President and the Board may from time to time prescribe.
- c) The Treasurer shall keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by CSPA into the Corporation's bank account; will supervise the management and the disbursement of funds; when required will provide the Board with an account of financial transactions and the financial position of CSPA; will prepare annual budgets; and perform such other duties as may from time to time be established by the Board;
- d) The Secretary shall be responsible for the documentation of all amendments to the Corporation's constitution and by-laws, will ensure that all official documents and records of the Corporation are properly kept, attend and cause to be recorded the minutes of all meetings and ensure that they are delivered to the President, Directors and all Provincial Members within three (3) weeks, will give due notice to all Members of all General Meetings of the Corporation, and will perform such other duties as may from time to time be established by the Board;

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote. If the Officer is removed, their position as a Director will automatically and simultaneously be terminated.

5.4 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may, by ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of that Officer's term of office.

Remuneration

5.5 Remuneration – Elected officers shall receive no remuneration for acting as such. However, out of pocket expenses reasonably incurred in connection with their services as Elected Officers may be paid, at the Board's discretion.

Other Committees

5.6 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint Members of committees or provide for the election of Members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the constitution or this by-law.

5.7 Standing Committees - The standing committees of CSPA shall be as follows:

- a) Coaching Working Committee (CWC)
- b) Competition and National Teams Committee (CNTC)
- d) Technical & Safety Committee (TSC)

5.8 Standing Committees shall consist of a Chairperson and at least two (2) additional Member, all of whom shall be appointed by the Board of Directors.

5.9 Ad-hoc Committees - Where conditions warrant, the Board of Directors may establish Ad-hoc committees to deal with specific areas of concern to the Board of Directors. Ad-hoc Committees shall consist of a chairperson and at least two (2) additional Members, all of whom shall be appointed by the Board of Directors.

5.10 Quorum - A quorum for any committee will be the majority of its Members.

5.11 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.12 No Remuneration - Members of the Committees shall receive no remuneration for their services.

5.13 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.14 Removal - The Board may remove any Member of any Committee.

Conflict of Interest

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

SECTION 6: FINANCE AND MANAGEMENT

6.1 Fiscal Year - the fiscal year of the CSPA will be determined by the Board of Directors and may from time to time change. Any fiscal year change will first have to receive approval from Canada Revenue Agency and CSPA Members.

6.2 Financial Institution - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the Members will appoint an Auditor to audit the books, accounts and records of CSPA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation.

6.4 Annual Financial Statements – The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

6.5 Books and Records - The necessary books and records of the Corporation required by these by-laws or by applicable law will be necessarily and properly kept. The Board minutes and records of the Corporation will not be available to the general membership of the Corporation but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Corporation in accordance with the Act.

6.6 Signing Authority – Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by CSPA may be signed by any two (2) of the President, Vice-President, Treasurer, or any other person(s) of CSPA authorized by the Board. The Board shall have the power to appoint individuals to negotiate or prepare documents that may require signing by CSPA and then designate them as signatories for CSPA. These documents shall be considered binding upon CSPA. Copies of all contractual documents and a description of their intent shall be provided to CSPA Board as the next meeting from the date of signing.

6.7 Property - the Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

SECTION 7: AMENDMENT OF BY-LAWS

7.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), this by-law may be amended, revised, repealed, or added to by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the by-law to the members at the next meeting of Members, and the Members may by a majority vote confirm, reject or amend the by-law. The by-law, amendment or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members, it remains effective in the form in which it was confirmed.

7.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), this by-law may be amended or repealed by a majority affirmative vote of the voting Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.

7.3 Notice in Writing – Notice of the proposed amendments to this by-law, general rules, regulations and the constitution shall be provided to the Members at least forty-five (45) calendar days prior to the date of the meeting at which it is to be considered so that it may be distributed to the Members in a timely manner.

7.4 Waiver of Notice – Notwithstanding any other provisions of this by-law, the notice provisions of Section 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

SECTION 8: NOTICE

8.1 Written Notice - In this by-law, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

SECTION 9: DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

SECTION 10: INDEMNIFICATION

10.1 Will Indemnify - The Corporation will indemnify and hold harmless the Corporation, each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, except as provided in Section 10.2.

10.2 Will Not Indemnify - the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - the Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

SECTION 11: FUNDAMENTAL CHANGES

11.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution (2/3rds vote) of all Members in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;

- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

APPENDIX A: PROXY FOR MEMBERS

(for use with Annual or Special General Meetings only)

Suggested form of proxy pursuant to section 3 of the by-laws of

CANADIAN SPORT PARACHUTING ASSOCIATION
ASSOCIATION CANADIENNE de PARACHUTISME SPORTIF

The undersigned hereby appoints _____ (M/Y)

_____ CSPA Affiliation # _____ Expiry Date _____ or failing him/her

_____ CSPA Affiliation # _____ Expiry Date _____ or failing him/her

_____ CSPA Affiliation # _____ Expiry Date _____ or failing him/her

_____ CSPA Affiliation # _____ Expiry Date _____

with power or substitution, to attend and vote for the undersigned at the Annual General Meeting or Special General Meeting of the Members 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 proxy holder.

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) _____ other special business, if any;
- 6) _____ 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 requirements per PIM 3.

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

Date _____ Per: _____

Authorized Signature _____

Name of authorized officer/Attorney and Position. _____