CHAPTER 2 – By-Laws

ARTICLE 1 – NAME

1.1. The name of this corporation shall be the FEDERATION CANADIENNE DE BALLON SUR GLACE - CANADIAN BROOMBALL FEDERATION. The corporation shall be referred herein as the “CBF” and shall do business as BALLON SUR GLACE BROOMBALL CANADA.

1.2. The registered office of the CBF shall be located in the province of Manitoba at such an address the Board may determine.

ARTICLE II – PURPOSES

2.1. The purposes of the CBF shall be defined in the CBF’s Articles of Continuance. These purposes are to:

a. Further the development of the sport of broomball in Canada;

b. Develop and implement the rules and policies of the CBF including the rules of the game;

c. Oversee the Canadian National Broomball Championships;

d. Establish conditions conducive to the safety of participants in the sport of Broomball through the implementation of the *CBF Rule Book* and through the development of Coaching, Officiating and related programs; and

e. Promote, publicize and market the sport of Broomball in Canada.

ARTICLE III – DEFINITIONS

3.1 The following definitions shall have these meanings:

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. APPOINTED OFFICERS – Individuals appointed, pursuant to these By-laws, to perform duties on behalf of the CBF.

c. ATHLETE - a person currently on a national team or competing at the national or international level or a person who is retired and was a member of a national team or competed at the national or international level, not more than nine years previously, in the sport of broomball.

d. AUDITOR - A Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of CBF for a report to the Members at the next Annual Meeting;

e. BOARD – the Board of Directors of the CBF;

f. CANADIAN BROOMBALL FEDERATION – the recognized sport governing body responsible for overseeing all broomball programs in Canada (also referred to as the CBF or Broomball Canada);

g. DAYS – days including weekends and holidays

h. DELEGATE – A representative from a Member who is assigned the authority to vote on behalf of that Member at meetings

i. DIRECTOR – an individual elected or appointed, pursuant to these By-laws, to serve on the Board

j. FEES – monies determined to be payable to the CBF at an amount determined and, on a date, set by the Board, and adjusted from time-to-time as the Members may determine. Specific fees are:

i. AFFILIATION FEE – annual fee paid by each Member and due October 1st of each year. All members shall pay (based on the number of registered members the previous year):

- Under 150 registered members - $500.00
- 150 - 749 registered members - $1000.00
- 750 + registered members - $1500.00

ii. REGISTRATION FEE – each team attending a Senior National Championship is required to pay a **$1400.00** Participation Fee each year, due December 1st). Each team attending a **U20** National Championship is required to pay a **$1200.00** Participation Fee each year, due December 31st.

iii. HOSTING FEE - $1000.00 non-refundable Fee payable upon acceptance of the bid to host a Senior National Championship, paid by the host Member or the HOST.

iv. HOSTING BOND - $1000.00 bond to be refunded upon completion of the National Championships, providing all commitments have been met. The bond is due upon site inspection (Senior Nationals) or upon acceptance of a bid to host a National Championship (Juvenile Nationals).

v. SANCTIONS – fines payable as the direct result of violations of CBF's policies.

k. FUNDAMENTAL CHANGES – amendments or other changes to the CBF that are designated by the Act to be "fundamental changes"

l. HOST – name used to identify the organization seeking, or having been granted the authority to organize a CBF National Championship. The Host is subject to the conditions set out in the CBF's *Hosting Policy;*

m. INDEPENDENT - that a Director or prospective Director has no fiduciary obligation to any body for broomball at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in broomball does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence.

n. MEMBER – a Canadian provincial or territorial sport governing body that is recognized by the CBF as being the organization responsible for the sport of broomball in their province or territory. Members may be admitted

or re-admitted to the CBF from time to time, by Ordinary Resolution of the Members

o. ORDINARY RESOLUTION – a resolution passed by a majority of the votes cast on that resolution;

p. PARTICIPANT – Individuals who are involved with CBF activities but who may not be registered with Members. Participants include but are not limited to appointed CBF committee members, clinic and drop-in program participants, volunteers, and host organizers. Participants are not members of the CBF.

q. REGISTRANT – Individuals who are registered with Members. Registrants include but are not limited to athletes, coaches, and officials. Registrants are not members of the CBF.

r. SPECIAL RESOLUTION – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

s. STATUS – a Member's standing within the CBF that affects its rights:

i. GOOD STANDING – status of a Member indicating:

(1) No outstanding financial obligations to the CBF;

(2) No outstanding Code of Conduct issues

ii. NOT IN GOOD STANDING – status signifying a failure to comply with GOOD STANDING requirements. When a Member is NOT IN GOOD STANDING:

(1) They will be provided with details of the situation and specific direction as to how to obtain GOOD STANDING status.

(2) Members NOT IN GOOD STANDING are restricted from participating in sanctioned CBF events.

(3) Members may attend CBF meetings as an observer but shall not be entitled to vote.

(4) Members may no longer be entitled to programs and services, which may be available from the CBF.

(5) In order to be removed from NOT IN GOOD STANDING status, the affected Member will be required to adhere to the conditions identified in paragraph 1.2.l. ii.(1) which may include full payment of incurred debts.

ARTICLE IV - JURISDICTION

4.1 The Federation's jurisdiction shall be limited to Members and their Registrants.

4.2 Members may refer disputes to the CBF for resolution on the condition that the CBF's decisions shall be binding

ARTICLE V – MEMBERSHIP

5.1 Membership into the CBF is granted to provincial or territorial governing bodies for Broomball that agree to:

a. Recognize the CBF as the National Sport Governing Body of Broomball in Canada;

b. Pay annual Affiliation Fees; and

c. Adhere to the CBF's *By-Laws*, *Policies and Procedures Manual* and *CBF Rule Book.*

5.2 Membership in the CBF is terminated when:

a. The Member dissolves;

b. The Member fails to maintain any of the qualifications or conditions of membership described in Section 5.1 of these By-laws;

c. The Member resigns from the CBF by giving written notice to the CBF, in which case the resignation becomes effective on the date specified in the resignation. The Member shall be responsible for all fees payable until the actual withdrawal becomes effective;

d. The Member fails to pay Affiliation Fees or monies owed to the CBF by the deadline dates specified by the Board;

e. The Member fails to comply with CBF registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination shall be passed;

f. The CBF is liquidated or dissolved under the Act.

5.3 Termination of a membership may not take place until:

a. The Member has been informed in writing, that its membership shall be terminated;

b. The Board approves of the termination by Special Resolution

c. The Members approve the termination by Ordinary Resolution

5.4 The following timelines shall apply for Member termination:

a. Within thirty (30) calendar days after receiving the *Notice to Revoke Membership*, the Member must respond in writing to the CBF as to whether it accepts the decision or will appeal.

b. If the Member is going to appeal the decision, it must submit an Appeal in writing, to the CBF within fifteen (15) calendar days following the deadline applied to the paragraph above.

5.5 A Member may not resign from the CBF if the Member is subject to disciplinary investigation or action.

5.6 A Member may be reinstated by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting.

5.7 Members requesting reinstatement may do so by providing a written request to the CBF. Reinstatement may require the Member to adhere to specific guidelines identified by the Board.

5.8 Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

a. Change a condition required for being a Member;

b. Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or

c. Change the method of voting by Members not in attendance at a meeting of Members.

ARTICLE VI – GOVERNANCE

6.1 The CBF Board of Directors shall consist of between four (4) and seven (7) elected Directors as follows:

a. President
b. Vice President
c. Treasurer
d. Secretary
e. Up to three (3) Directors-at-Large

6.2 Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions by Ordinary Resolution provided that:

a. The number of Director-at-Large positions is no more than three (3); and

b. The determination of the number of Director-at-Large positions on the Board does not have the effect of shortening the term of a sitting Director.

6.3 The Officers of the CBF shall be the President, Vice President, Secretary, and Treasurer. Officers of the CBF shall have duties prescribed by the policies and procedures of the CBF. Duties of the Directors may be delegated to the staff of the CBF or, by Ordinary Resolution of the Board, to other individuals.

6.4 Election of Directors shall take place at the Annual Meeting. Elections shall take place in two parts:

a. In even-numbered years, the President, and Secretary, and up to two (2) Directors-at-Large.

b. In odd-numbered years, the Vice President, the Treasurer and up to one (1) Director-at-Large

6.5 Elected Directors shall hold office for a term of two (2) years and shall hold office until their successors have been duly appointed in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

6.6 Any individual, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, is member in good standing with a Member, and who does not have the status of bankrupt, may be nominated for election as a Director.

6.7 In support of Director independence on the Board, at least 40% of the Board

must be Independent (as defined in Article III). Should the Board consist of at least three (3) Directors who are not Independent, a non-Independent individual may not be nominated for election.

6.8 In support of gender balance on the Board, no more than 60% of the Directors should be of the same gender identity. Should the Board consist of at least three (3) Directors who are of the same gender identity, an individual of that same gender identity should not be nominated for election.

6.9 Nominations must include the written consent of the individual and must be submitted to the CBF Office within sixty (60) days of the Annual Meeting.

6.10 Elections for each Director position shall be decided by the Members in accordance with the following:

a. If there is one valid nomination, the winner shall be elected by Ordinary Resolution.

b. If there is more than one valid nomination, the winner shall be the nominee receiving the greatest number of votes from the Member delegates. In the case of a tie, the nominee with the fewest votes shall be dropped from the ballot and another vote will be conducted. If there continues to be a tie when only two nominees remain, the winner shall be declared by Ordinary Resolution of the Board

6.11 Election of Directors shall be by secret ballot and the President shall appoint one or more scrutineers to distribute, collect, and count the ballots.

6.12 The Board may, by Ordinary Resolution, appoint the following Appointed Officers who may be invited to attend Board meetings in a non-voting capacity and who shall have duties prescribed by the policies and procedures of the CBF:

a. Referee-in-Chief

b. High Performance and Development Directors

6.13 The Board may, by Ordinary Resolution, permit up to two (2) Athlete Representatives to attend meetings (or parts of meetings) of the Board in a non-voting capacity. The Athlete Representatives shall have duties and responsibilities described by the Board. Athlete Representatives are elected by their peers and must be an ‘Athlete’ as defined in Article III of these By-laws.

6.14 Meetings of the Board shall be held at least twice per year at any time and place, or by conference call, as the Board determines.

6.15 At any meeting of the Board, quorum shall be at least three (3) Directors.

6.16 Each Director shall have one vote. Tied votes are lost.

6.17 There shall be no proxy voting at any meeting of the Board

6.18 Meetings of the Board shall be closed to Members and the public except by invitation of the Board.

6.19 Except as otherwise provided in the Act or these By-laws, the Board has the powers of the CBF and may delegate any of its duties and functions. The Board shall be empowered to:

a. Make policies and procedures or manage the affairs of the CBF in accordance with the Act and these By-laws.

b. Make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.

c. Make policies and procedures relating to management of disputes within the CBF and all disputes will be dealt with in accordance with such policies and procedures.

d. Appoint committees, and specify the chairperson, members, and terms of reference of any such committee.

e. With the exception of items set out in section 197(1) of the Act (Fundamental Changes), amend or repeal these By-laws, subject to ratification by Ordinary Resolution by Members

f. Employ or engage under contract such persons as it deems necessary to carry out the work of the CBF.

g. Determine registration procedures and other registration requirements.

h. Borrow money upon the credit of the CBF as it deems necessary in accordance with these By-laws.

i. Perform any other duties from time to time as may be in the best interests of the CBF.

6.20 A Director may be suspended, resign from the position of Director, vacate office, or be removed from office in the following ways:

a. A Director may be suspended, pending the outcome of a discipline hearing in accordance with the CBF's policies related to discipline, by Special Resolution of the Board at a Board meeting provided the Director has been given notice of and the opportunity to be heard at such meeting

b. A Director may resign from the Board at any time by presenting a notice of resignation to the Board. The resignation becomes effective on the date it is accepted by the Board. A Director who is subject to disciplinary procedures and subsequently resigns will still be subject to the outcome of that process.

c. The office of any Director is automatically vacated if the Director is found by a court to be of unsound mind, becomes bankrupt, or dies.

d. A Director may be removed by Ordinary Resolution of the voting Members at a Special Meeting of Members provided the Director has been given notice of and the opportunity to be heard at such a meeting.

6.21 A vacancy in the Board shall occur if:

a. A Director resigns from office;

b. If for any reason the individual cannot adequately fulfil their duties;

c. At a Special Meeting, the Members adopt an Ordinary Resolution removing the Director.

6.22 Where the position of a Director becomes vacant and there is still a quorum of

Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the unexpired term.

ARTICLE VII - MEETINGS OF THE MEMBERS

7.1 The Annual Meeting of the CBF shall be held each year at a time and place chosen at the previous Annual Meeting and in conjunction with the Senior National Championships.

7.2 A Special Meeting of the Members may be called by the President, may be called by the Board, or must be called upon the written requisition of five percent (5%) of the votes.

7.3 The agenda of a Special Meeting shall be limited to the subject matter for which the meeting was duly called

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

a. By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or

b. By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of thirty (30) days before the day on which the meeting is to be held; or

c. By posting on the CBF's website not less than thirty (30) days prior to the date of the meeting.

7.5 Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the CBF to change the manner of giving notice to Members entitled to vote at a meeting of Members.

7.6 Member Delegates, the Directors, Registrants, Participants, the auditor of the CBF, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the CBF are entitled to be present at an Annual Meeting of the Members. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

7.7 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the CBF makes available such a communication facility.

7.8 Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the CBF makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

7.9 A quorum at a meeting of the Members requires a majority of the Members.

7.10 Each Member is entitled to identify two Delegates with voting privileges. Delegates are not required to vote as a block.

7.11 Delegates may vote 'Yes', 'No', or 'Abstain'. Abstentions are not recognized as 'No' votes and are not recorded.

7.12 There shall be no proxy voting at any meeting of the Members.

7.13 The Chairperson shall make a declaration to the result of all motions by indicating the voting results. A tied vote at Annual Meetings and Special Meetings fails.

7.14 The agenda of Annual Meeting shall be:

a. Call to Order

b. Roll Call and Quorum

c. Identification of Voting Delegates and Voting Procedures

d. Reading and Approval of Previous Minutes

e. Correspondence

f. Matters Arising

g. Approval of Agenda

h. Reports of Board - to be submitted fully in writing and read in summary:

i. President

ii. Vice-President

iii. Treasurer - Report and Appointment of auditor

i. Reports of Standing and Special Committees

j. Amendments of the *By-Laws* and/or the *Rule Book*

k. New Business

l. Election of Directors

m. Site of Next Annual Meeting

n. Member Reports

o. Adjournment

7.15 The By-laws may be amended by member proposal, as described in Section 163 of the Act. Amendments by member proposal must be approved by Ordinary Resolution of the Members at any meeting of the Members. Amendments by member proposal that are approved by the Members take effect immediately.

7.16 The playing rules used by the CBF at all sanctioned events are those found in the CBF *Rule Book.* They may be amended by an Ordinary Resolution by Members at the Annual Meeting. Specific guidelines include:

a. With the exception of subsection c, playing rules can be amended every two years (odd numbered years) at the Annual Meeting;

b. A written *Proposal to Amend the Rules* must be sent to the CBF Office by December 1st of the year proceeding the rule change year (Example – If

the Rule change year is 2027, the submission date would be December 1st, 2026).

c. Rules changes recommended by the CBF Officials Committee may be reviewed annually at any Technical Meeting and submitted for resolution at that year's Annual Meeting

7.17 The Member hosting the Annual Meeting will pay for all meeting rooms required for the Annual Meeting.

7.18 The Member hosting the Annual Meeting is required to provide transportation for all Annual Meeting Delegates to and from the Airport to the Hotel, and if required, to and from the Hotel to the meeting location.

7.19 The Member hosting the Annual Meeting is to provide a photocopier for use during all the CBF Meetings prior to, and including at the Annual Meeting

ARTICLE VIII - COMPLIANCE

8.1 All Members, Participants, and Registrants, of the CBF are expected to adhere to the *By-Laws*, *CBF Rule Book*, and *Policies and Procedures Manual* and **Safe Sport Policy Manual**. Failure to adhere to these policies may result in disciplinary action imposed by the Board.

ARTICLE IX - APPEALS

9.1 Appeals may be made to the Board, in writing within fourteen (14) calendar days of an appellant receiving disciplinary action. Details of the procedures are contained in the ***Safe Sport Policy Manual – Appeal Policy****.*

ARTICLE X – BOOKS AND RECORDS

10.1 The CBF Board shall ensure that all CBF books, records, documents and transactions are recorded, copies placed on file, and all are stored at the registered office. Records include (but are not limited to):

a. Financial information including audited statements;

b. Results and statistics of all National Championships;

c. Member correspondence;

d. Minutes of meetings and committees;

e. CBF *By-Laws*, *CBF Rule Book*, *Policies and Procedures Manual,* ***Safe Sport Policy Manual*** and affiliated correspondence; and

f. the CBF's Certificate of Continuance

10.2 Plagiarism or unauthorized use of any CBF related material without the express written consent of the CBF will result in punitive action taken against the violator.

ARTICLE XI – OFFICIAL LANGUAGE

11.1 The official languages of the CBF shall be English and French. All printed material will be made available in both official languages when requested.

ARTICLE XII – SIGNING AUTHORITY AND EXECUTION OF DOCUMENTS

12.1 The term "contracts, documents or any instruments in writing" as used herein, shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, stocks, bonds, debentures or other securities and all paper writings.

12.2 The President may enter into contracts in the ordinary course of the CBF's operation.

12.3 The President may appoint any elected Director to sign contracts, documents and instruments in writing as required.

12.4 The President, Treasurer, Executive Director and Executive Assistant shall have CBF cheque signing authority. All cheques must have at least two signatures.

ARTICLE XIII – FINANCIAL

13.1 The fiscal year of the CBF shall end on the 31st of March each year.

13.2 The CBF's financial records shall be audited annually, by an auditor appointed by the Members at the Annual Meeting.

13.3 All Directors, Appointed Officers and members of Committees shall serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the CBF in any other capacity and receiving compensation in that capacity.

ARTICLE XIV – IDEMNIFICATION

14.1 The CBF will indemnify, defend, and hold harmless its past and present Directors and Appointed Officers from and against any claim, causes of action, suits, liability, damages, and costs attributed to duties they have been asked to perform on behalf of the CBF. This is conditional with the understanding the individual acted in good faith, in accordance with CBF direction, and in a manner the individual reasonably believed to be in or not opposed to the best interests of the CBF.

14.2 The President has the authority to seek legal counsel on behalf of the CBF should the situation warrant.

ARTICLE XV – DISSOLUTION

15.1 A General Meeting is required to dissolve the Canadian Broomball Federation. A notice of the meeting must be sent to Members thirty (30) calendar days in advance of the meeting date.

15.2 A dissolution meeting requires the presence of the CBF President or the Vice President, one other Director, and a minimum of four-fifths (4/5) of the Members. A vote of four-fifths (4/5) of the Members present is required to dissolve the Canadian Broomball Federation.

15.3 In the event of the dissolution of the Canadian Broomball Federation, all its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized charitable organizations in Canada.