



**ARCHERY CANADA / TIR À L'ARC CANADA**  
**2013 ANNUAL GENERAL MEETING**  
**Best Western Woodstock Hotel & Conference Centre**  
**Woodstock, NB**  
**Wednesday, August 7<sup>th</sup> 2013 @ 6:00pm**

**MINUTES**

**PRESENT:**

**Executive Committee:**

Allan Wills, President

Charlene Parlee, V-P, Committees & Projects

Jude Hooy, V-P, 3D Program

Robert Tataryn, V-P, Administration & Marketing

Trina Snooks, V-P, Events & Services

Scott Ogilvie, Executive Director

**Provincial Representatives:**

Ken Cameron, BCAA

Larry Mackrell, SAA

Peter Garrett, OAA

Stephen McKinley, AANB

Duncan Crawford, PEIAA

Jan Tollenaar, Archery Alberta

Roger Garrod, ABAM

Glenn Gudgeon, FTAQ

Rob Laprade, AANS

**Athlete Representative:**

Hugh MacDonald

**Other Attendees:**

Phil Henderson, ON

Karen Van Nest, ON

Rene Schaub, AB

Christiane Murphy, QC

Maurice Lévesque, NB

Robert Pannell, SK

Michel Joseph, QC

Deb Kupchanko, SK

Graeme McGinnis, MB

Phil Parlee, NB

Alana Breckenridge, NB

Norbert Murphy, QC

Alec Denys, ON

Joan McDonald, ON

Gary Gillies, ON

Darrell Richmond, SK

Logan Kupchanko, SK

**Guest:**

Iain Brambell, High Performance Advisor, Own The Podium

Paul Hicks, NB

**Regrets:**

Jeff Gunter, V-P High Performance

Gael Marchand, Yukon Archery

**1.0 Presidents Call to Order and Roll Call**

- Welcome by the President, A. Wills to the members who are the provinces at 6:00pm. A roll call of the provinces was done.

- A. Wills led a Moment of Silence in memory of those Archery Canada members who passed away this past year – Gib Henderson, Ken Brown and Rita Kinsella.

**2.0 Minutes of the previous Archery Canada Annual General Meeting (AGM) in Victoria, British Columbia on Wednesday, August 8<sup>th</sup> 2012**

- A. Wills referred everyone to the 2012 AGM minutes contained in the 2013 Archery Canada Annual Report. The 2013 Annual Report was distributed to the provincial/territorial members by email in advance of the 2013 AGM.

‘Hard copies’ of the Annual Report were also distributed to all attending the 2013 AGM.

- A. Wills called for a motion to accept the minutes of the 2012 AGM minutes.

**MOTION #AGM2013-01:** To accept the minutes of the 2012 AGM held in Victoria, British Columbia on Wednesday, August 8<sup>th</sup> 2012.

Moved by: Archery Alberta - J. Tollenaar

Seconded by: ABAM - R. Garrod

Carried

**NOTE:** To view the 2012 AGM minutes, the 2013 annual reports, and the 2013 recipients of Archery Canada's annual awards, see the 2013 Archery Canada Annual Report posted on the Archery Canada website at: <http://www.archerycanada.ca/en/annual-reports/1568-2013-annual-report>

### 3.0 Report of the President

- A. Wills provided a brief verbal report of the highlights from his report contained in the 2013 Archery Canada Annual Report. No questions were asked. He encouraged members to contact him by phone or email should they have any questions and/or concerns at anytime during the year.

### 4.0 Reports of the Vice-Presidents

#### 4.1 Vice-President, International Ilan

- A. Wills stated that he had nothing to add to his report contained in the 2013 Archery Canada Annual Report. No questions were asked.

#### 4.2 Vice-President, Administration & Marketing – Robert Tataryn

- R. Tataryn stated that he had nothing to add to his report contained in the 2013 Archery Canada Annual Report. No questions were asked.

#### 4.3 Vice-President, 3D Program – Jude Hooley

- J. Hooley stated that she had nothing to add to her report contained in the 2013 Archery Canada Annual Report. No questions were asked.

#### 4.4 Vice-President, Events & Services – Trina Snooks

- T. Snooks stated that she had nothing to add to her report contained in the 2013 Archery Canada Annual Report. No questions were asked.

#### 4.5 Vice-President, Projects & Committees – Charlene Parlee

- C. Parlee stated that she had nothing to add to her report contained in the 2013 Archery Canada Annual Report. No questions were asked.

#### 4.6 Vice-President, High Performance – Jeff Gunter

- In the absence of J. Gunter, A. Wills stated that there was nothing to add to the High Performance report submitted by J. Gunter and contained in the 2013 Archery Canada Annual Report. No questions were asked.

### 5.0 Reports of the Directors

#### 5.1 s' ugh MacDonald

- H. MacDonald referred everyone to his report contained in the 2012 Archery Canada Annual Report.

H. MacDonald provided some noteworthy recent highlights:

- Dietmar Trillus captured the bronze medal in the Men's Compound Bow category at the 2013 World Cup in Medellin, Colombia.
- The Men's Recurve Bow Team finished 4<sup>th</sup> in the team event at the 2013 World Cup in Medellin, Colombia.
- Vanessa Lee will represent Archery Canada at the 2013 AthletesCAN Forum in Toronto this September.
- A. Wills added that Hugh MacDonald was a member of the Men's Recurve Team that finished 4<sup>th</sup> at the Medellin World Cup. The other members of the Team were Crispin Duenas and Jay Lyon.

#### 5.2 Provincial/Territorial Directors

**Alberta (Archery Alberta) – Jan Tollenaar:** As submitted. J. Tollenaar added that Archery Alberta is the new name of the association. It is the sole recognized archery association in Alberta; it is "divorced from the ABA". He thanked Archery Canada for its support over the past year of transition and strategic planning in Alberta. No questions were asked.

**British Columbia (BCAA) – Ken Cameron:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**Manitoba (ABAM) – Mano Navarro:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**New Brunswick (AANB) – Stephen McKinley:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**Nova Scotia (AANS) - Robert Laprade:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**Ontario (OAA) - Peter Garrett:** As submitted. P. Garrett added that over the past year there has been a large increase in female membership. Overall there has been a 1/3 growth in female and youth membership. The Train to Shoot 900 Round that has been piloted in several Ontario clubs, has met with much positive feedback. No questions were asked.

**Prince Edward Island (PEIAA) – Duncan Crawford:** As submitted. D. Crawford added that PEIAA will keep Sport PEI “in the loop” and will liaise with it on a regular basis. This will go a long way to creating opportunities for funding from Sport PEI. Many of PEI’s archers are travelling to NB and NS to compete in club and provincial archery tournaments.

**Québec (FTAQ) – Glenn Gudgeon:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**Saskatchewan (SAA) – Larry Mackrell -** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**Yukon (Yukon Archery) – Gael Marchand:** Unable to attend. A. Wills referred everyone to the Yukon Archery report contained in the 2013 Archery Canada Annual Report. No questions were asked.

## 6.0

**6.1 ruce:**Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked.

**6.2 hislain / Robert Pannell:**G. Arsenault stepped down as Chair this winter, after serving as Chair for many years. Bob Pannell is the newly appointed Chair. See the report submitted by G. Arsenault and contained in the 2013 Archery Canada Annual Report. B. Pannell had nothing more to report. No questions were asked. A. Wills publicly recognized the significant and longterm contribution that G. Arsenault made to the Judge Committee, Archery Canada and judging in Canada and abroad.

**6.3 oger :**As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. R. Garrod asked members to contact him they have any suggested rule changes and/or questions. No questions were asked. A. Wills publicly recognized the great deal of time and expertise that R. Garrod and his Committee members devoted to the rules revisions process.

**6.4 3D Committee – Jude Hooey:** Addressed above under agenda item 4.0. See the report contained in the 2013 Archery Canada Annual Report.

**6.5 High Performance Committee – Jeff Gunter:** Addressed above under agenda item 4.0. See the report contained in the 2013 Archery Canada Annual Report.

## 7.0

**7.1 (Able-Bodied)ughMacDonald:** Addressed above under agenda item 5.0. See the report contained in the 2013 Archery Canada Annual Report.

**7.2 (Para-Archery)KevinEvans:** Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked.

**7.3 oan :** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**7.4 AAlecDenys:**A. Denys provided a brief verbal report of the highlights from his report contained in the 2013 Archery Canada Annual Report. No questions were asked.

**7.5 Position vacant:** No report.

**7.6 Anti-Doping ancy:**Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked. S. Ogilvie added that N. Littke was appointed as the Team Leader for the 2013 National Para-Archery Team that competed in the Czech Republic this July and also for the 2013 World Para-Archery Championship this November.

**7.7 Equipment Program Coordinator – Murray Peacock:** Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked. A. Wills added that almost all the equipment has been distributed.

**7.8 RenéeBrouillette:**Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked.

**7.9 –PattiMiddlebrough:** Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked. A. Wills added that the Indoor Mail Match Program has been in place for close to 50 years and continues to be a popular and successful program. An Outdoor Mail Match was initiated this year. Five clubs are offering the Outdoor Mail Match Program in British Columbia. See the Archery Canada website for more information on the Outdoor Mail Match Program.

**7.10 anadianLynne Durward:** Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked. A. Wills added that the MICA (Multi-Sites Indoor Championships of the Americas) Program continues to be popular. Five Canadians won MICA medals this year.

**7.11 Canadian Indoor Regional Championship – Allan Wills:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**7.12 Canadian hristiane:**As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked.

**7.13 oniaSchina:**Unable to attend. See the report contained in the 2013 Archery Canada Annual Report. No questions were asked. A. Wills added that the awards program will soon be re-named as the World Archery Pin Awards.

**7.14 Webmaster Ilan:** As submitted. Nothing more to report beyond that contained in the 2013 Archery Canada Annual Report. No questions were asked. A. Wills asked that clubs submit their tournament results to him for posting on the website. As well, he encouraged members to provide him with information to be posted on the website.

<b>MOTION #AGM2013-02:</b> That the reports be approved as submitted and/or presented.
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Moved by: BCAA - K. Cameron	Seconded by: OAA – P. Garrett	Carried
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#### 8.0 Canadian Archery Foundation Report

- R. Tataryn referred everyone to the report circulated at the AGM. See the report appended to these minutes. See Appendix 1.

- The Foundation funds are held in a low-bearing account with Archery Canada's bank – RBC.

- A meeting of the Foundation founders will be held this week in Woodstock, NB.

- The Foundation volunteers suggest that the Foundation funds be increased to a significant amount before officially establishing the Foundation (with the Canada Revenue Agency). This is probably a few years "down the road".

#### 9.0 Auditor's Report – 2012-13 Fiscal Year financial statements

- R. Tataryn referred everyone to the draft audited financial statements and auditor's report for fiscal year 2012-13, that were circulated by email in advance of the AGM. A paper copy was provided at the AGM. He provided an overview and answered questions. He stated that in general, Archery Canada is in "good financial shape"

- R. Tataryn called for a motion to approve the draft audited financial statements and auditor's report for fiscal year 2012-13.

<b>MOTION #AGM2013-03:</b> That the draft audited financial statements and auditor's report for fiscal year 2012-13 be approved.
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Moved by: Archery Alberta – J. Tollenaar	Seconded by: PEIAA – D. Crawford	Carried
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**NOTE:** To view the audited financial statements and auditor's report for fiscal year 2012-13, see the Archery Canada website at:

[http://www.archerycanada.ca/images/stories/FCA/AnnualReports/2013/Federation%20of%20Canadian%20Archers\\_2013%20Audited%20Financials.pdf](http://www.archerycanada.ca/images/stories/FCA/AnnualReports/2013/Federation%20of%20Canadian%20Archers_2013%20Audited%20Financials.pdf)

## 10.0 Business Arising Out of the 2012 AGM Minutes

### 10.1 Agenda item 13. - Appointment of Auditors

- R. Tataryn referred everyone to page 6 of the 2012 AGM minutes. He reminded the membership that at the 2012 AGM, the Executive Committee was granted permission to investigate the feasibility of hiring another audit firm for future audits. The Executive Committee was then to report back to the membership with its findings and recommendation(s).
- R. Tataryn reported that following investigation, Archery Canada may realize some cost savings with another chartered accountant firm to conduct its audit. However, it is deemed that the savings would be minimal when considering the investment of time and effort to “hunt down” another firm and start with another firm. He reported that the investigation determined that the cost of Archery Canada’s audit is similar in cost to that of other national sport organizations and is in the range of \$5,000 - \$7,000 (as identified in a recent survey conducted by national sport organizations). The recommendation is that for the immediate future, Archery Canada contract the chartered accounting firm it currently uses.

## 11.0 Appointment of Auditors

**MOTION #AGM2013-04:** That the chartered accounting firm, Parker Prins Lebano, be appointed auditors for the fiscal year April 1<sup>st</sup> 2013 - March 31<sup>st</sup> 2014.

Moved by: R. Tataryn                      Seconded by: FTAQ – G. Gudgeon                      Carried

## 12.0 Governance

### 12.1 Governance Model (Structure) & Recommendations

- A. Wills referred everyone to the Governance Model report and its recommendations. The Report and recommendations were circulated by email in advance of the 2013 AGM and a paper copy was distributed at the AGM. As well, the report and its recommendations were originally circulated and discussed during the Board teleconference held on May 7<sup>th</sup> 2013.
- A. Wills and S. Ogilvie provided background on and key benchmarks for the governance renewal process over the past year. Where required, clarification was provided and questions answered.
  - **The governance model and recommendations are appended to these minutes (Appendix 2).**
  - A. Wills called for a motion to approve the governance model and the accompanying recommendations.

**MOTION #AGM2013-05:** That the governance model and the accompanying recommendations made to Archery Canada and contained in the February 4, 2013 report submitted by consultant Paul Jurbala, be approved.

Moved by: FTAQ - G. Gudgeon                      Seconded by: AANS – R. Laprade                      Carried

### 12.2 Proposed Amendments to Archery Canada’s Bylaws

- The proposed bylaw amendments and the three original proposed motions to be voted on by the provincial/territorial members, were circulated by email as part of the meeting package sent in advance of the AGM. A paper copy was provided at the AGM.
- **The proposed bylaw amendments and the three original proposed motions are appended to these minutes (Appendix 3).**
  - A. Wills called for the motions to approve the proposed amendments to Archery Canada’s bylaws.

**MOTION #AGM2013-06:** That the amendments to the Corporation’s Bylaws, consisting of deleted text and added text, noted in the document circulated to the current Board of Directors and appended to these 2013 AGM minutes, be approved. And that the Bylaw amendments be put into effect upon their acceptance by Industry Canada under the current Canada Corporations Act, in order to prepare Archery Canada for transition to the new Canada Not-for-Profit Corporations Act.

Moved by: FTAQ - G. Gudgeon                      Seconded by: BCAA – K. Cameron                      Carried

**MOTION #AGM2013-07:** That the members authorize the Corporations' Executive Director to re-number and re-format the amended Bylaws as required, following their approval. This re-numbering and re-formatting is a housekeeping matter only and will have no effect on the substance of the amended Bylaws.

Moved by: FTAQ - G. Gudgeon

Seconded by: AANS – R. Laprade

Carried

**MOTION #AGM2013-08:** That wherever in the Corporation's policies, rules or written agreements there is reference to 'Members' which under the former Bylaws included non-voting members of the Corporation, that this will be taken to mean 'Registrants' until such time as the Corporation's policies, rules and written agreements are revised to conform with the amended Bylaws.

Moved by: BCAA – K. Cameron

Seconded by: FTAQ - G. Gudgeon

Carried

### 13.0 Information Items

#### 13.1 Archery Canada's Annual Achievement Awards 2012

- A. Wills announced the winners of the Archery Canada Annual Achievement Awards for the year 2012. If present, the recipients were presented with their plaque. The 2012 recipients are as follows:  
D.M. Lovo Award for Outstanding Contribution to Archery in Canada: **ALLAN WILLS**  
Dorothy Lidstone Female Athlete of the Year Award Winner – **MARIE-PIER BEAUDET**  
Frank Jones Male Athlete of the Year Award Winner – **NORBERT MURPHY**  
Female Junior Athlete of the Year Award Winner – No 2013 recipient  
Tom Mack Junior Male Athlete of the Year Award Winner – **CHRISTOPHER PERKINS**  
Greg Durward Volunteer of the Year Award Winner – **ROGER GARROD**  
Sylvio Beauregard Judge of the Year Award Winner – **MAURICE LÉVESQUE**  
Hank Wiseman Coach of the Year Award Winner – **JOAN McDONALD**
- The full description of each recipient's achievement is contained in the 2013 Archery Canada Annual Report. See pages 119-126 of the 2013 Archery Canada Annual Report posted on the Archery Canada website at: <http://www.archerycanada.ca/en/annual-reports/1568-2013-annual-report>

#### 13.2 Archery Canada's Presidential Citations

- A. Wills announced the winners of the Presidential Citations for the year 2012-13. If present, the recipients were presented with their certificate. The recipients are as follows:  
**BRUCE SAVAGE** (not present): In recognition of his outstanding contribution to coaching certification development.  
**CHRISTIANE MURPHY** (present), **CÉLINE GRAVEL** (not present) and **MURIEL THERRIEN** (not present): In recognition of their outstanding contribution to the translation and editing of the current French version of the Archery Canada rulebook.

#### 13.3 Retirement of Ghislain Arsenault, Chair of Judge Committee

- A. Wills informed the membership that Ghislain Arsenault stepped down as Chair of the Judge Committee this past spring, after having served in this position for close to 10 years. The President publicly recognized G. Arsenault for his long standing volunteer service as the Chair of the Judge Committee. He added that "throughout his chairmanship, Ghislain has made a tremendous contribution to the growth and development of judging in Canada. Our sincere thanks and appreciation to Ghislain for everything he has done to advance judging in Canada!"
- A. Wills also acknowledged and thanked Bob Pannell (present at the AGM) as the new Chair of the Judge Committee.

#### 13.4 Archery Canada's Judge Emeritus Awards

- A. Wills announced the winners of Archery Canada's Judge Emeritus Awards for 2012-13. If present, the recipients were presented with their certificate. As well, each Judge Emeritus is presented with an Archery Canada Gold Volunteer Recognition Pin. The recipients are as follows:  
**GHISLAIN ARSENAULT**, Cap-de-la-Madeleine, Québec: G. Arsenault was not present to receive his certificate and Gold Pin.  
**PAUL HICKS** of New Brunswick: P. Hicks was present to receive his certificate and Gold Pin.  
**GIB HENDERSON** of Delisle, Saskatchewan: G. Henderson's certificate and Gold Pin was accepted post-humously by his son Phil Henderson.

### 14.0 Items for Ad Hoc Committee Study

- There were no items presented at the AGM for ad hoc committee study, so no break in the proceedings for ad hoc committee study, recess and reports was required.

### 15.0 Election of Directors-at-Large

- A. Wills informed the membership that elections will be held for three (3) director-at-large positions. The specific positions to be filled are as follows:
  - President (2 year term)
  - Vice-President, International (currently held by President) (2 year term)
  - Vice-President, 3D Programs (2 year term). Also serves as Chair of the 3D Committee.
  - Vice-President, Events & Services (2 year term)
- Notification and a call for nominations was circulated to the Board within the required timelines.
- A. Wills stated that all incumbents for the above positions have let their name stand for re-election.

- S. Ogilvie stated that to date no other nominations had been received.
- No nominations came from the floor.
- Incumbents: Allan Wills – President/Vice-President, International; Jude Hooey - Vice-President, 3D Programs; Trina Snooks - Vice-President, Events & Services.

**MOTION #AGM2012-04:** That the following three directors-at-large be acclaimed. And that they be assigned to the following Executive Committee positions. The positions are as follows:

President/Vice-President, International: Allan Wills

Vice-President, 3D Programs: Jude Hooey

Vice-President, Events & Services: Trina Snooks

Moved by: ABAM – R. Garrod

Seconded by: Athlete Representative - H. MacDonald

Carried

#### 16.0 Information Regarding Sites for the:

##### 16.1 2014 Outdoor Canadian Championships: Alberta

- A. Wills called on Rene Schaub, President of Archery Alberta and Chair of the Host Organizing Committee for the 2014 Canadian Championships, to provide a verbal report. Highlights from his report are as follows:
  - The Lakeland Archers of Lac la Biche, Alberta is hosting all 3 Canadian Outdoor Championships.
  - The 3D Championship will be held the August 1<sup>st</sup> to 4<sup>th</sup> long weekend. The Field and Target Championships will follow the 3D Championship, with the Field Championship taking place first.
  - The Field and 3D competition venues are completed. Work continues on development of the Target venue.
  - Registration payment can be done on-line through PayPal.
  - The community is fully supportive of, committed to and excited about hosting the Championships.
  - Plenty of accommodation options: hotels, camping, bed and breakfast, cabins. All are within close driving distance (6km to 20km). However, book hotel rooms early as there is pipeline work that will likely take place in the region next summer, so many pipeline workers will be staying in the Lac la Biche region. **Book early!**
  - The **official website is: <http://www.2014nationals.ca/>**

##### ii) 2015 Indoor/Outdoor Canadian Championships: Manitoba (ABAM)

- R. Garrod of ABAM (Manitoba) reported that plans are well underway for the 2015 Canadian 3D Outdoor Championship. Carberry, MB will play host to the 3D Championship. Carberry is about 125km from Winnipeg and about 75km from Brandon. MB. Brandon also has an airport. A hotel is being built near the competition venue (approximately 20 km from the venue). It is not certain yet whether the construction of this new hotel will be completed by the summer of 2015. Regardless, there are other hotels to choose from in the nearby area.
- R. Tataryn reported that the 2015 Canadian Field Championship will be held at the Sanford Range, operated by the ABAM.
- R. Tataryn reported that the Interlake Archers will play host to the 2015 Canadian Target Championship. A venue has been secured next to the Winnipeg International Airport. Canadian Forces Base Winnipeg is a partner for the Target Championship. Ed Wilson is the Chair of the Organizing Committee.

#### 17.0 Good and Welfare

- There were no items.

#### 18.0 Adjournment

- A. Wills adjourned the 2013 AGM at 7:30pm, Wednesday, August 7<sup>th</sup> 2013.



## **APPENDIX 1**

### **Report on the Canadian Archery Foundation**

The Foundation's ultimate mandate is simply to develop archery in Canada. Official registration of the Foundation and establishment of the Foundation's guiding principles and fulfilment of legal requirements are being addressed by a small work group.

Donations received as of July 10, 2013 amount to \$24,212.00

This amount is currently residing in a RBC account under Federation of Canadian Archers Inc. The entire amount resides in a savings investment account that bears interest only. No investments into securities have been made to date, as no investment account has yet been established.

Contributions from the 2012 membership fees of \$1.00 per "member" amounted to \$7,720.00. Donations will be accepted for the Foundation for any reason. The actual amount of donations will be kept confidential.

The donation form may be found at:

[http://www.archerycanada.ca/images/stories/FCA/Foundation/Foundation-Donation%20Form\\_ENG.doc](http://www.archerycanada.ca/images/stories/FCA/Foundation/Foundation-Donation%20Form_ENG.doc)

One of the roles of the fund is to maintain the Book of Remembrance honouring our archers who have passed. Families of a loved one will be notified of the contribution made by someone (not the amount) and the entry in the Book of Remembrance. The Book of Remembrance is displayed on the Archery Canada Tir à l'Arc website.

**Book of Remembrance:** Visit the Archery Canada website at:  
<http://www.archerycanada.ca/en/component/content/article/1107>  
<http://www.archerycanada.ca/fr/component/content/article/1107>

**Donors:** A list of donors is contained in the Book of Remembrance.

Respectfully submitted,  
Robert Tataryn  
VP Administration & Marketing

**APPENDIX 2**  
**RECOMMENDED GOVERNANCE STRUCTURE**  
**Excerpt from the report entitled**  
***A Governance Model for Archery Canada***  
**Report Prepared by Paul Jurbala (Consultant)**  
**February 4, 2013**

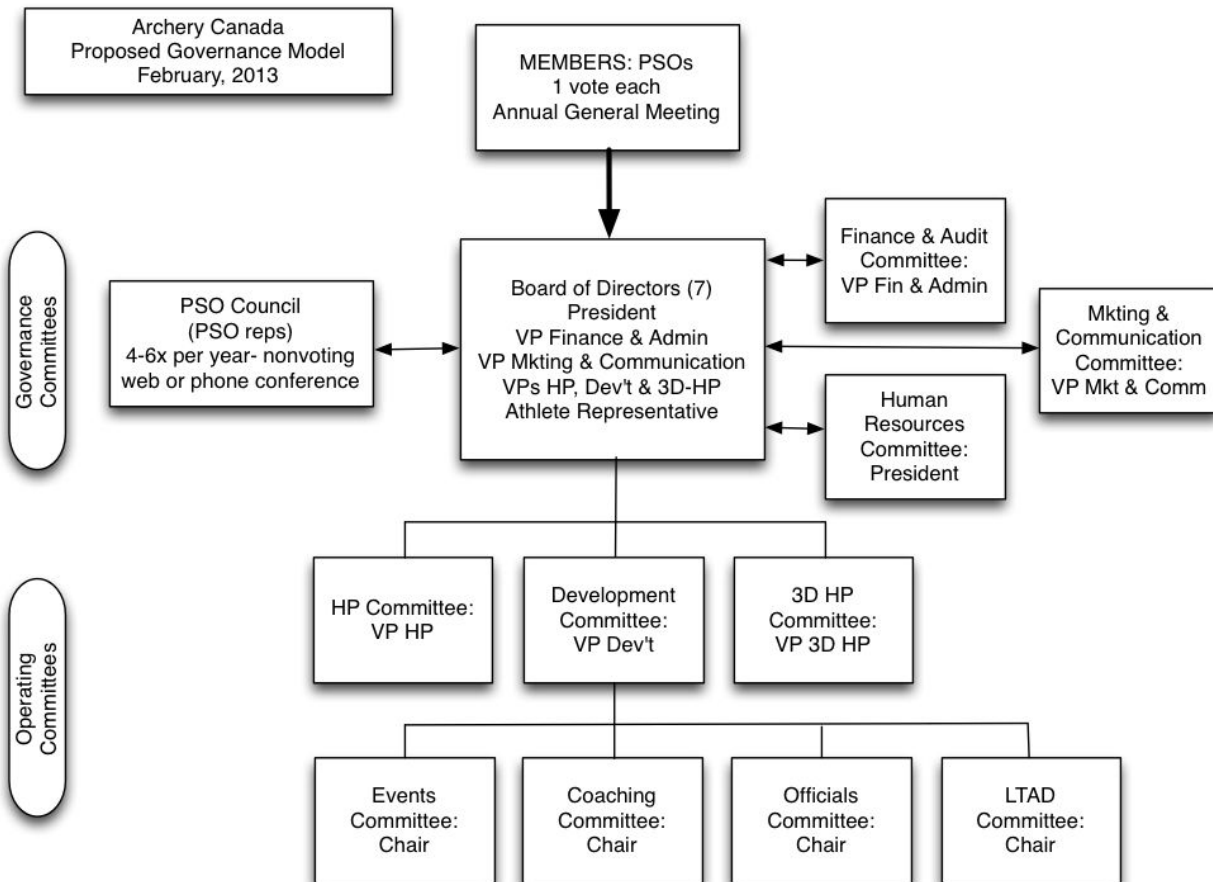
**3.1 OVERVIEW**

The governance structure being recommended to Archery Canada is an attempt to compromise between some of the conflicting considerations listed above, while meeting the requirements for compliance with the new Act. Unsurprisingly, the model resembles some currently being discussed by other Canadian NSOs- see for example Rowing Canada. Some key features of the recommended model include:

1. The model recommends a single class of members: PSOs, with one vote each at member meetings. This model is simple and eliminates the risk of “special class votes”.
2. The PSO representatives also convene as a PSO Council from four to six times per year, likely by web or conference call, to act as a sounding board and advisory group to the Board. The main function of the PSO Council is to facilitate two-way communication with Archery Canada and facilitate coordination of policy and programs. The Council makes recommendations, not decisions: to make decisions the members must convene a member’s meeting, according to the bylaws.
3. The Board of Directors is restructured, and no longer includes PSO representatives. The new Board is essentially the same as the current Executive Committee. This change to the Board structure also eliminates appointed and ex officio Directors.
4. Because Directors cannot be appointed, it is proposed that the High Performance Committee conduct a process to identify and select Athlete Representative(s), and that/those individual(s) stand for unopposed election at the Annual General Meeting, according to term limits.
5. Note that in the new Act, Directors and committee members do not have to be Archery Canada members (i.e. PSOs). In the recommended model, Director candidates are recruited from the Archery community by the Human Resources Committee, which has functions including those of a Nominating Committee. An additional option is to designate a pool of “Registered Participants” as the current members of Archery PSOs, and draw Director and possibly candidates only from that pool. Alternately, Director and other committee volunteer candidates can simply be drawn from a wider pool of any interested persons, from within or outside Archery.
6. Finance and Audit, Human Resources, and Marketing and Communication committees reporting to the Board and chaired by Directors are added consistent with the directions of the strategic plan. The Human Resources committee, chaired by the President, has the key roles of recruitment and creation of policies, job descriptions, and practices favoring volunteer participation and retention. The High Performance and 3D High Performance Archery committees, reporting to the Board, are retained. The retention of a renamed 3D-HP committee was felt by the Executive Committee to be important to ensure sufficient support for continued 3D Archery activity.
7. A new Development Committee is proposed, consistent with the Development pillar and focus of the strategic plan. Current Coach Development, Officials and LTAD Committees now report to the Development Committee, as does a new Events Committee created to manage Archery Canada’s roles in promoting, sanctioning, regulating and planning national and international events held in Canada.
8. The former Rules Committee will not be an ad-hoc (not standing) committee and will report to the Officials Committee. In general at this level, contracts with volunteers or paid contractors will be used to move operational activities forward, and the leaders will form their own working groups within their terms of reference.

Overall this is a relatively “lightweight” flexible structure that maintains many existing committee and Director roles, yet adds critical new committees and complies with the new Act. A schematic of the membership and committee structure follows:

**APPENDIX 2  
RECOMMENDED GOVERNANCE STRUCTURE**  
Excerpt from the report entitled  
*A Governance Model for Archery Canada*  
Report prepared by Paul Jurbala (Consultant)  
February 4, 2013



**APPENDIX 3**  
**Proposed Bylaw Amendments**  
**ARCHERY CANADA**  
**2013 AGM**

This document shows proposed amendments to modify the membership structure and the board composition of Archery Canada, in keeping with the recommendations contained within the February 2013 Report by Paul Jurbala, 'A Governance Model for Archery Canada'.

Essentially, the membership structure is being streamlined to a single class of members (P/T associations) and the Board is being slimmed down to 7 elected directors. A category of participants called 'Registrants' is being added – these persons are not members in the legal sense. For more information and the rationale for these changes, please refer to the Jurbala Report.

The changes proposed in this document are to be made under the current *Canada Corporations Act* in order to prepare the Corporation for transition to the new *Canada Not-for-Profit Corporations Act* in 2014. Only those elements relating to membership and board composition have been changed in this document. In addition, a redundant area was removed (Article 11 – Registered Office, as it is covered by Article 1 – General).

In the text below, deletions are shown as ~~strike through~~, and additions are shown as **bold**. No renumbering has been done to accommodate the proposed changes, as this would be done as a final step once the changes are approved by the Members.

The motions to be put to the members for voting at the 2013 Annual General Meeting will be as follows:

*“That the Bylaw amendments, consisting of deleted text and added text, noted in this document, be approved.”*

*“That the members authorize the Executive Director to renumber and reformat the amended Bylaws as required, following their approval. This renumbering and reformatting is a housekeeping matter only and will have no effect on the substance of the amended Bylaws.”*

*“That wherever in the Corporation's policies, rules or written agreements there is reference to 'Members' which under the former Bylaws included non-voting members of the Corporation, that this will be taken to mean 'Registrants' until such time as the Corporation's policies, rules and written agreements are revised to conform with the amended Bylaws”.*

**BYLAWS**  
**FEDERATION OF CANADIAN ARCHERS INC.**  
 (herein called the "Corporation")

**ARTICLE I - GENERAL**

1. The name of the Corporation is the Federation of Canadian Archers Inc., or in the French language Fédération Canadienne des Archers Inc., **incorporated under the *Canada Corporations Act* and hereafter referred to as 'Corporation'**.

2. The objects of the Corporation are the following:

- (a) to perpetuate, foster and direct the practice of archery in accordance with good sportsmanship and honourable tradition of that most ancient sport;
  - (b) to regulate archery under its jurisdiction and to deal with any infringement thereof and to enforce rules for the practice of archery in all its forms and to hold annual tournaments to determine the champions of the Corporation;
  - (c) to collaborate with provincial/**territorial** associations affiliated with the Corporation for the objects aforesaid;
  - (d) to represent Canada in international archery events;
  - (e) to receive gifts and donations for the purpose of promoting the objects aforesaid;
- Such objects are to be carried out in more than one Province/**Territory** of Canada.

3. The head office of the Corporation will be situated at the Regional Municipality of Ottawa/Carleton, in the Province of Ontario. **The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.**

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4. The Corporation is to be carried on without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

~~being the General By-Laws of:~~

~~FEDERATION OF CANADIAN ARCHERS INC. – FEDERATION CANADIENNE DES ARCHERS INC. (hereinafter called the "Corporation").~~

**ARTICLE I – REGISTERED OFFICE**

~~1.01 Until changed in accordance with the Act, the registered office of the Corporation shall be at the place specified in the Charter and at such place therein as the directors may from time to time decide.~~

~~1.02 The Corporation may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.~~

**ARTICLE II - SEAL**

2.01 Until changed, the seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. The corporate seal shall remain in the custody of the ~~Corporate Secretary/Treasurer~~ **Vice-President - Finance and Administration**, to be delivered to such person or persons as authorized by resolution of the Board of directors.

**ARTICLE III - BOARD OF DIRECTORS**

3.01 Number - The affairs of the Corporation shall be managed by a Board of Directors consisting of:

~~(a) 1 provincial director for each voting member (as hereinafter defined) and elected or appointed by such voting member as it shall determine.~~

~~(b) 3 directors elected by the voting members at the annual general meeting held in odd-numbered years;~~

**(c) 3 directors elected by the members at the annual general meeting held in even-numbered years; and the remaining directors elected by the voting members at the annual general meeting held in even-numbered years as hereinafter provided (hereinafter "directors-at-large").**

~~(c) 1 Athlete Director, titled Athlete's Representative, shall be appointed to the Board nominated for election by the High Performance Committee. The nominee's appointee's name shall be conveyed to the Corporation prior to the Annual General Meeting of the Corporation at which the Athlete Director is to be elected. Athlete's Representative is to be named.~~

3.02 Term of office and filling of vacancies –

~~(a) Provincial director terms shall be determined by the respective voting members.~~

~~(b) Directors' -at-large term of office shall be a maximum of 2 years, from the date of the meeting at which directors are elected or appointed until the annual general meeting next following at which elections are to be held, or until their successors are elected or appointed.~~

~~(c) Athlete Representative Athlete Director term of office is two years.~~

3.03 Vacation of Office - The office of a director may forthwith be vacated:

(a) if he fails to comply with any requirements imposed by the Act the Charter, or with any valid by-law-respecting the qualification of directors;

(b) if he resigns his office and gives notice to the Corporation of such resignation;

(c) if an Officer, or member of the Board of Directors, receives notification, in writing, from a member in good standing of the FCA, detailing that a Director has acted fiscally irresponsibly, or in some manner jeopardized the integrity of the Federation, the said Director's case shall be reviewed by the **Board of Directors**. ~~FCA Executive~~. After thorough investigation by the **Board Executive**, should the charges against the Director be deemed as substantiated, the **Executive Board** shall appoint an ad hoc committee to study the matter in detail. A full report

including recommendation for action, and should the recommendation be for expulsion, and a term for the expulsion, shall be presented to the Board of Directors within a time period to be specified by the **Board Executive**. Should the ad hoc committee recommend expulsion, a special meeting of the ~~entire~~ Board of Directors shall be convened. The meeting shall take place no later than 60 days after the submission of the ad hoc committee's report. The Director in question shall be sent immediately, by certified mail, a letter detailing the charges presented, and the ruling of the ad hoc committee. The Director shall be instructed to appear before the Board in order to present a defence. Should the Director decide not to attend this special Board meeting, the Board's decision will be

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based upon the findings and recommendations of the ad hoc committee. Following the discussion, a two-thirds majority vote by all Directors shall be required to pass the motion for expulsion. Its decision shall be final.

(d) if he is found **by a Court to be to be a lunatic or becomes** of unsound mind or if he becomes bankrupt or suspends payment or compounds with his creditors or if he dies.

3.04 Election -

~~(a) Provincial directors shall be elected or appointed in the manner and at a place and time as determined by the respective voting members and shall become ex-officio directors of this Corporation at the beginning of the first Board of Directors meeting following their appointment or election and delivery of notification by the voting member electing or appointing to the Corporation;~~

(b) One-half the total number of directors ~~at large~~ shall be elected by the Membership every year at the Annual General Meeting. ~~Members of the Association~~ **Individuals** wishing to run for one of the positions shall at this time so indicate to the Chairman. Nominations shall then be closed, and each candidate shall have an opportunity to make a brief presentation to the Membership. The election of the new Directors shall then follow. The election of Directors ~~at large~~ shall be held by secret ballot at the Annual General Meeting. The Executive Director of the Corporation is responsible for the equitable conduct of the election, and the counting and destruction of the ballots. ~~Voting~~ Members shall be entitled to 1 voting delegate. Each delegate has one vote. The nominees receiving the highest number of votes shall be elected. In the event of a tie between any 2 or more nominees for a final position then an additional ballot shall be taken of the ~~voting~~ membership. Only those persons tied thereon and each ~~voting~~ member shall be entitled to cast 1 vote for only 1 of the individuals whose name appears thereon and the one obtaining the highest number of votes shall be declared elected. In order to be elected a nominee must have received a minimum of THREE votes.

(c) The High Performance Committee shall determine a procedure for the **nomination and** election of the Athlete **Director Representative** and conduct an election according to the procedure.

3.05 Nomination and Election Procedure of Officers

Every year, at the Annual General Meeting, immediately following the election of new Board of Directors, the Board shall meet in camera in order to elect new Officers. The Executive Director shall chair the proceedings, record nominees, organize the voting procedure and destroy the ballots subsequently. Board members wishing to run for one of the positions shall at this time so indicate to the Chairman. Nominations shall then be closed, and each candidate shall have an opportunity to make a brief presentation to the Board. The election of the new Officers shall then follow.

The election of Officers shall be held by secret ballot and ~~voting~~ members shall be entitled to cast one vote for each position. In order to be elected, a nominee must have received a minimum of 50%+1 votes. The nominee receiving the highest number of votes shall be elected to a specific position as officer. In the event of a tie between any 2 or more nominees then an additional ballot shall be taken of the ~~voting~~ membership. Only those persons tied thereon and each ~~voting~~ member shall be entitled to cast 1 vote for only 1 of the individuals whose name appears thereon and the one obtaining the highest number of votes shall be declared elected.

Following the election of the new Officers, the election meeting shall adjourn and the Annual General meeting shall resume with the presentation of the new Officers to the Membership.

3.06 Qualification of directors – **Any individual, who is 18 years of age or older, who has power under law to contract, who is a resident of Canada as defined by the Income Tax Act, who has not been declared**

**incapable by a court in Canada or another country, who does not have the status of bankrupt, may be nominated for election as a director.** Each director shall be at the time of his or her nomination, election and throughout his or her term of office a member of the Corporation in good standing.

#### ARTICLE IV - MEETING OF DIRECTORS

4.01 Notice - Directors' meetings may be held at any time and place within Canada as the directors may from time to time determine. At least 1 meeting per calendar year shall be convened by the President. Or in the event of a vacancy in the office of President, it shall be convened by the Vice-President – **Finance and Administration** at such place, date, and time as the President or such Vice-President shall determine. Notice of such meeting shall be delivered or mailed or telegraphed or telephoned to each director not less than 21 days (exclusive of the day on

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which the notice is delivered or mailed or telegraphed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided always that meeting of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any director may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat. Directors and committees of directors may hold meetings by conference telephone or similar device in accordance with the provisions of the Act. Provided such communications facilities permit all persons participating in the meeting to hear each other and provided all directors consent thereto generally or in respect of a particular meeting. A director participating in a meeting by communications facilities as aforesaid is deemed present at the meeting.

Notice of any directors' meeting need not specify the purpose of the business to be transacted at the meeting except as required by the Act or as required by any other by-law of the Corporation.

After the election of officers at a general meeting of members, or in the case of a director elected to fill a vacancy on the board the first meeting of the Board of Directors may be held immediately following such meeting. No notice of such meeting shall be necessary to the newly elected director or directors in order to legally constitute the meeting, provided that a quorum of directors be present.

The continuing directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing directors may act for the purpose of increasing the number of directors to that number, or of summoning a general meeting, but for no other purpose.

A meeting of the Board of Directors may be called at the request of the majority of the members of the Board by delivering such requisition to the Secretary of the Corporation. Upon receipt of any such requisition, the Secretary shall proceed forthwith to call such meeting at the head office of the Corporation on a date not more than 21 days from the date of receipt of such notice and at such time as determined by him.

4.02 Quorum **shall be a majority of Directors.** ~~—6 directors, including not less than 3 provincial directors, shall constitute a quorum for the transaction of business.~~

4.03 Voting - Questions arising at any meeting of directors shall be decided by a majority (50%+1) of votes. Each director shall have one (1) vote. Votes-by-mail are binding, provided that the necessary quorum has been achieved and that FCA policies and procedures have been followed. All directors and officers, including the President if necessary, will cast a vote-by-mail. Votes-by-mail do not need to be ratified at the next meeting.

4.04 Meetings of the Board of Directors shall be opened to members of the Corporation, **whose representatives may act** as observers to the proceedings. ~~Non-members of the Corporation~~ **Members of the public** may be invited as spectators to such meetings with the approval of the President.

#### ARTICLE V - REMUNERATION OF DIRECTORS, OFFICERS AND EMPLOYEES

5.01 The directors or officers as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any director who is a bona fide employee of the Corporation (whether full-time or part-time) may be paid remuneration with respect to services performed by him as an employee.

#### **ARTICLE VI - SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

6.01 The Board of Directors, at their discretion may, but need not, submit any contract, act or transaction for approval or ratification of any meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act ~~of~~ or by the Charter or any

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other by-law) shall be as valid and binding upon the Corporation and upon all the members as though it had been approved or ratified by every member.

#### **ARTICLE VII - FOR PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

7.01 Limitations of Liability - No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation 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 the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon him by the Act.

7.02 Indemnity - Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such Corporation or another Corporation, if

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation, and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7.03 The Corporation shall, with the approval of a court indemnify any person referred to in 7.02 in respect of an action by or on behalf of the Corporation to procure judgment in its favour, to which he is made a party by reason of being or having been a director or an officer of the Corporation against all costs, charges and expenses reasonably incurred by him in connection with such action if he acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7.04 In accordance with the provisions of the Act, the Corporation shall indemnify any person referred to in paragraph 7.02 who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or another Corporation against all costs, charges and expenses reasonably incurred by him in respect of such action or proceedings.



7.05 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the Board may from time to time determine.

~~7.06 In accordance with the current Anti-doping Code, the Corporation adopts the 2004 Canadian Anti-Doping Program, encompassing General Principles and associated Rules and Standards, to take effect June 1, 2004. On this date, the Corporation will repeal the Canadian Policy on Doping in Sport and its related Regulations, previously adopted, provided that such repeal will not invalidate or impair any action taken pursuant to the repealed Policy.~~

7.07 An individual member of the Corporation can make a written request directly to the Corporation President to review a decision made by the Corporation. The President is empowered to weigh the merits of the request and determine a plan of response from the Corporation on this request. It is important to note that this is viewed as a request only, it is not considered an "appeal". Should the President deem the request as an appeal, and once all aspects of the Corporation's internal appeal procedure are exhausted, any further action on the issue must be forwarded directly to the ~~Federal Government sponsored Alternative Dispute Resolution (ADR) mechanism at the Sport Dispute Resolution Centre of Canada.~~

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**ARTICLE VIII - OFFICERS**

8.01 Officers shall be elected or appointed by the directors from amongst their number according to the procedures specified in 3.05. The term of each office shall be 2 years. In the event of any vacancy occurring among the officers, the Board may appoint from amongst their number another for the balance of the term of such vacating officer.

8.02 The Officers of the Corporation shall be **the President, the Vice-President Finance and Administration, and such other officers as the Board shall determine necessary from time to time.** ~~collectively called the Executive Committee. There shall be a maximum of 1 president and 5 vice-presidents, and a minimum of 1 president and 2 vice-presidents.~~

~~Titles will include, but are not limited to, and may be combined as follows:~~

~~President~~

~~VP Administration, Marketing & Communication~~

~~Vice President High Performance~~

~~VP Archery Council of Canada~~

~~VP 3D~~

~~VP International~~

~~8.03 Other Offices and Officers — The Board shall be entitled to create and fill such other offices of the Corporation, other than executive officers, as it shall determine necessary from time to time.~~

~~8.04 Except with respect to such duties and/or responsibilities as are specifically provided in these by-laws, the duties and responsibilities of each officer of the Corporation shall be as determined by the Board of Directors. For failing such determination or designation, shall be those duties usually pertaining to such offices. The officers act on behalf of the Board during its absence. All minutes, motions, programmes, directives, and business, with the exception of budgets, shall be ratified at the Annual General Meeting. All draft and final budgets shall be ratified by the Board of Directors.~~

**ARTICLE IX – MEMBERSHIP MEMBERS AND REGISTRANTS**

~~9.01 The membership in the Corporation is divided into 2 categories, voting and non-voting.~~

9.02 ~~Voting Members~~ ~~Voting members~~ **Members** of the Corporation shall consist of 1 organization from each province or territory accredited in respect to such province or territory by the Board of Directors and in good standing with the Corporation. Each such organization shall have 1 vote at all meetings of members or upon all matters in respect to which members are entitled to vote and such vote shall be exercised by the appointment of a maximum of 1 proxy (who may be referred to as "voting delegates") and that such a vote would be cast in accordance with the decision of a majority of the proxy holders in accordance with the provisions of these by-laws. Only 1 organization from each province or territory in Canada may be accredited at any given time in respect of such province or territory by the Board of Directors.

**9.03 Registrants of the Corporation shall consist of those individuals who are engaged in activities that are provided, sponsored, supported, sanctioned or recognized by the Corporation and its Members. Registrants include athletes, coaches, officials, administrators, volunteers, and individuals recognized previously by the Corporation as Honorary and Life Members. In all cases, such individuals are registered with an archery club, a Member or with the Corporation directly. Registrants is also taken to mean archery clubs that are registered with the Corporation's Members. Registrants are not members of the Corporation, but may be charged registration fees in order to participate in the programs and activities of the Corporation. Non-voting members shall consist of all individuals, clubs and affiliated organizations not being qualified as voting members as hereinbefore provided.**

~~9.04 Categories of individual non-voting membership – Non-voting membership in the Corporation is open to individual residents of Canada who satisfy the criteria for membership established by the Board of Directors from~~

time to time, and whose application is approved by the Board of Directors. The categories of such membership shall be as follows:

(a) Individual: membership is open to applicants who pay the appropriate fee;

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(b) Family: membership is open to applicant family groups of 3 persons or more who have paid the appropriate fee. A family is defined as 1 or 2 individuals who are married or living in a common-law relationship and may include 1 or more legal dependants of one or both of the individuals, all of whom reside in the same household.

(c) Honorary: the Board may grant membership for a specified term to individuals, exempt from fees, for special merit, service or contribution to the Corporation. The Board of Directors may from time to time, confer an honorary life membership to individuals who have distinguished themselves in the service of FCA;

(d) Life: is open to applicants who pay the appropriate fee.

(e) Package: is open to applicants who pay the appropriate fee through their local FCA-affiliated club or Provincial Archery Association.

9.05 Categories of non-voting membership – clubs and organizations – Non-voting membership (hereinafter "affiliation") is open to clubs and organizations satisfying the criteria therefore established by the Board from time to time by resolution, and whose application is approved by the Board of Directors. The categories of such affiliation are as follows:

(a) Club: open to archery clubs satisfying the criteria established by the Board;

(b) Other: available to any group or organization desiring association with the sport of archery;

(c) Honorary: may be granted by the Board, exempt from fees and other qualifications, for such special merit, service or contribution to the Corporation as determined by the Board in each case.

9.06 Membership fees - Fees for the various classes and categories of **members and registrants** in the Corporation shall be as determined by the Board from time to time by resolution **and are detailed in the Operational Agreement between the Provinces/Territories and the FCA**. Without restricting the generality of the foregoing, the Board may, from time to time, provide for special rates for individual non-voting members who are also members of affiliated clubs or organizations.

9.07 Termination of membership -

(a) Membership in all classes and categories, other than life members, shall terminate on December 31st of each year provided however that the rights and privileges of membership shall continue until the 31st day of January immediately following whereupon, unless the member has renewed membership and paid the membership fees determined by the Board in respect of such year, all rights and privileges of membership shall thereupon cease and determine and any member who has failed to renew membership before January 31st in each year may thereafter re-apply for membership but the rights and privileges of membership shall not commence until the required application has been made and fees paid;

(b) The membership of any non-voting member may be terminated by notice in writing delivered to the Corporation at its head office signed by such member or a duly authorized officer of such member;

(c) The membership of a member may be suspended or the member expelled by resolution of the Board of Directors. No member shall be suspended or expelled without first being notified of the reasons therefore and without first having been given an opportunity of being heard by the Board of Directors at a meeting called for that purpose. The suspension or expulsion of a member shall be effective from the date of the resolution to that affect by the Board of Directors but shall be subject to confirmation, repeal or amendment by the voting members at the next annual general meeting of members or at a special meeting of members called for that purpose, at which meeting the member shall first be given an opportunity of being heard by the members entitled to vote thereon.

9.08 Membership in the Corporation is not transferable.

**ARTICLE X - MEETING OF MEMBERS**

10.01 Annual Meeting - Subject to the Act and these By-laws the Charter, the annual meeting of the members shall be held at such place in Canada and on such day in such year as determined by the Board of Directors.

10.02 Special Meetings - Meeting of the members other than the annual meeting may be convened:

- (a) By order of the Board of Directors at any time and at any place within Canada; **or**
- (b) By not less than 3 ~~voting~~ members in good standing by notice in writing delivered to the head office of the Corporation and signed on behalf of such members; ~~or~~
- (c) ~~By not less than 25 members (voting or non-voting) in good standing who must include residents of not less than 3 provinces of Canada, by notice delivered to the head office of the Corporation disclosing the nature of the business to be transacted at such meeting and signed by such members;~~

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In the event a special meeting is requisitioned in accordance with sub-paragraphs (b) ~~or (c)~~ hereof, the Board of Directors shall determine the place and time of such meeting which, in all events, shall not be more than 60 days from the date of receipt of the notice requesting such meeting.

10.03 Notices -

- (a) A printed, written or typewritten notice stating the day, hour and place of meeting and the information respecting the business to be transacted, and in the case of special business, with sufficient information to permit the formation of a reasoned judgment on the decision to be taken, shall be served, either by sending such notices to each member entitled to vote at such meeting through the post in a prepaid wrapper or letter **or by email communication**, at least 21 days (exclusive of the day of mailing **or email communication**, but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Corporation, or, if no address be given therein, then to the last address of such member known to the **VP Finance and Administration or Executive Director**; or by publishing such notice in the official publication of the Corporation which said publication shall have a publication date not less than 21 days (exclusive of the day of mailing **or email communication**, but inclusive of the day for which notice is given, before the date of such meeting); provided always that a meeting of ~~voting~~ members may be held for any purpose at any time and at any place without notice if all the ~~voting~~ members entitled to notice of such meeting are present in person or represented by proxy at the meeting or if the absent members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or the duly appointed proxy of any member.
- (b) Where the provisions of this by-law as to notice have been duly observed the non-receipt of any notice by any member ~~or~~ director shall not invalidate any proceedings or transaction at any meeting or otherwise.
- (c) Any member or director may at any time waive any notice required to be given under these by-laws.
- (d) All notices of meetings to ~~voting~~ members shall contain a reminder that the ~~voting~~ member has a right to vote by proxy.

10.04 Omission of notice - The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

10.05 Adjournment - The chairman may, with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

10.06 Poll - At any general or special ~~meeting~~ **meeting** a resolution put to the vote shall require a poll of the members entitled to vote and, where required by these by-laws or demanded by at least one member, shall be by way of secret ballot.

10.07 Chairman of meeting - The President, or in his absence, the ~~Corporate Secretary/Treasurer~~ **Vice- President Finance and Administration** shall preside as chairman at every general and special meeting of the Corporation but if they are absent, the members present shall be entitled to choose one of their number to be chairman. The chairman of the meeting shall not as such have a second or casting vote.

10.08 Poll - If any meeting a poll is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment.

10.09 Manner of taking poll - If at any meeting a poll is demanded on any other question, it shall be taken in such manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

10.10 Objection to qualification of voter - No objection shall be raised to the qualification of any voter except at a meeting or during the meeting at which a vote objected to is given and tendered. Any such objection made in due time shall be referred to the chairman of the meeting for a decision in the first instance.

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10.11 Rules of Order - Except as otherwise provided in the Charter or any valid by-law of the Corporation, the then current edition of Roberts Rules of Order will govern the conduct of meetings.

10.12 The ~~voting~~ members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for a report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The Board of Directors shall fix the remuneration of the audit.

**ARTICLE XI - PROXIES**

11.01 Votes may be given either personally or by proxy. At every meeting at which he is entitled to vote, every ~~voting~~ member present in person shall have one vote.

11.02 An instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing.

11.03 An instrument appointing a proxy may be in the following form or in any other usual form:

I, **representative** of a ~~voting~~ member of hereby appoint of as my proxy to vote for me and on my behalf at the meeting of the Corporation to be held on the day of 20\_\_ and at any adjournment thereof.

Signed this day of 20\_\_

\_\_\_\_\_  
Signature of member

11.04 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation as aforesaid shall have been received by the Corporation at its head office or by the secretary of the meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.

**ARTICLE XII - QUORUM AT MEMBERS MEETING**

12.01 Two ~~voting~~ members present or represented by proxy shall be a quorum of any meeting of members for the choice of a chairman and the adjournment of the meeting; for all other purposes a quorum for any meeting (unless a greater number of members is required by the Act or by the Charter or by any other by-law to be represented) shall be ~~voting~~ members present or represented by proxy of not less than 50% of the total ~~voting~~ membership of the Corporation. No business shall be transacted at any meeting unless the quorum requisite be present at the commencement of the business but if present at the commencement of the meeting, the meeting may continue even though less than a quorum remain.

12.02 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of a member or members, pursuant to the provisions of the Act or by-laws, shall be dissolved

unless the member or members present represent in person or proxy more than 50% of the voting power of the Corporation; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the member or members present shall be a quorum.

### **ARTICLE XIII - WITHHOLDING INFORMATION FROM MEMBERS**

13.01 The accounts and books of the Corporation or any of them shall be open to the inspection of members as is provided by the Act and upon reasonable notice in writing at the head office of the Corporation.

### **ARTICLE XIV - NOTICES**

14.01 Service - Any notice may be given by the Corporation to any member or director either personally or by sending it through the post in a prepaid envelope or wrapper or by telegram addressed to such member or director

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at his address as the same appears in the books of the Corporation, or if no address be given therein then to the last address of such member or director known to the Secretary; or by publishing such notice in the official publication of the Corporation.

14.02 Signatures to Notices - The signatures to any notice to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

14.03 Computation of time - Where a given number of day's notice or notice extending over any period is required to be given the day of service or posting or publication of the notice shall unless it is otherwise provided by counted in such number of days or other period.

14.04 Proof of Service - A certificate of the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member or director or officer or publication of any notice shall be prima facie evidence thereof and shall be binding on every member, director or officer of the Corporation as the case may be.

### **ARTICLE XV - EXECUTION OF INSTRUMENTS**

15.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President and any one Vice-President or by the ~~Corporate Secretary/Treasurer~~ **Vice-President Finance and Administration** and one other Vice-President and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board of Directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed by resolution of the Board of Directors.

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.

### **ARTICLE XVI - FISCAL YEAR**

16.01 The fiscal year of the Corporation shall be determined by the directors.

### **ARTICLE XVII - NO QUORUM OF DIRECTORS**

17.01 If at any time there is no quorum of directors holding office, any ~~voting~~ member or director may call a general meeting of members for the election of directors, which shall be called and be held in the same manner as if in fact, called by the directors.

#### **ARTICLE XVIII - COMMITTEES**

18.01 Establishment - The Board of Directors shall have the power to establish, constitute and dissolve such standing and/or ad-hoc committees as it shall determine necessary from time to time by resolution. In addition, the Board of Directors shall have the power to determine or amend the terms of reference and responsibilities of any committee.

18.02 Without restricting the generality of the Article 18.01 hereof, standing committees to be established by the Board of Directors may include any of the **following operating and governance committees:**

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**Operational Committees:**

- (a) High Performance
  - b) 3D Archery High Performance**
  - (c) ~~Domestic Development~~
  - (d) ~~Coaching Certification~~
  - (e) **Events**
  - ~~f) Communications and Marketing~~
  - f) Officials
  - g) Long Term Athlete Development (LTAD)**
- Governance Committees**
- a) **PSO/TSO Council**
  - b) **Finance & Audit**
  - c) **Marketing & Communications**
  - d) **Human Resources**

18.03 The President shall annually, following the annual general meeting of members, appoint a chairperson for each committee. It shall be the responsibility of the chairperson to select additional members of the Corporation for such committee provided always that no such committee shall consist of less than 3 members.

**ARTICLE XIX - BORROWING**

19.01 The directors may, without authorization of the members:

- (a) borrow money upon credit of the Corporation;
- (b) issue, re-issue, sell or pledge debt obligations of the Corporation; and
- (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation owned or subsequently acquired, to secure any debt obligation of the Corporation.

19.02 The directors may from time to time by resolution delegate to a director, a committee of directors or an officer, all or any of the powers conferred on the directors by Article 19.01 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the directors.

19.03 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its directors or officers independently of this by-law and in particular, are in addition to those given by the Act.

**ARTICLE XX - AMENDMENTS**

20.01 Subject to the Charter and the Act, including in particular the approval required of the Minister responsible for administration of the Act, the Board of Directors may make, amend or repeal these and other by-laws upon a resolution of the Board of Directors passed at a meeting called for such purpose and by not less than 50%+1 of the votes cast.

20.02 Notice of any motion to make, amend or repeal a by-law shall be required to be given to the directors at least 60 days prior to the meeting of directors at which such motion is to be made.

20.03 Subject to the Charter and the Act, including in particular the approval of the Minister responsible for the administration of the Act, and by-law made, amended or repealed by the Board of Directors shall not be effective until such by-law has been submitted to the members at the next annual meeting of members and the ~~voting~~ members may, **by a two-thirds vote** ~~ordinary resolution~~, confirm, reject or amend the by-law, amendment or repeal. A by-law, amendment or repeal which is approved or approved with amendment by the ~~voting~~ members becomes effective only upon the approval of the Minister responsible for the administration of the Act.



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**ARTICLE XXI - INVALIDITY OF BY-LAWS**

21.01 If any provision of these by-laws shall be contrary to the express provisions of the Act or the Charter such provision of the by-law shall be read subject to such provisions of the Act or Charter as the case may be, but except as aforesaid, the said provisions of the by-law shall be valid and binding.

**ARTICLE XXII - INTERPRETATION**

22.01 In these by-laws or any other by-law, special resolution or resolution, unless the context otherwise clearly requires:

- (a) "The Act" means the statute under which this Corporation has been incorporated or any Act substituted therefore as amended from time to time, but reference shall be to The Act and amendments thereto in force at each relevant time;
- (b) "Person" shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;
- (c) When any provision of The Act is referred to, the reference is to that provision as modified by any statute for the time being in force;
- (d) "Charter" shall have same meaning as "Letters Patent" under The Act.

22.02 Where these by-laws deal with any matter or thing which normally may be dealt with by the directors or members without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the directors or members.

22.03 The Articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these by-laws nor are intended to affect their interpretation.

**ARTICLE XXIII – TRANSITION**

**23.01 Upon acceptance of this amended By-Law by the Minister responsible for the Act, those persons serving as Provincial/Territorial Directors under the previous By-Law will cease to be directors of the Corporation.**