



## ARCHERY CANADA / TIR À L'ARC CANADA

### 2014 ANNUAL GENERAL MEETING

Parkland 2 Hotel, Conference Room #272

Lac La Biche, AB

Thursday, August 7<sup>th</sup> 2014 @ 6:00pm

## MINUTES

### **PRESENT:**

#### **Executive Committee:**

Allan Wills, President

Charlene Parlee, V-P, Committees & Projects

Jude Hoey, V-P, 3D Program

Scott Ogilvie, Executive Director

Robert Tataryn, V-P, Administration

Trina Snooks, V-P, Events & Services

Alec Denys, V-P, High Performance

#### **Provincial/Territorial Member Representatives:**

Gael Marchand, Yukon Archery

James Tracey, Archery Alberta

Mano Navarro, ABAM

Gilles Boucher, FTAQ

Rob Laprade, AANS

Ron Ostermeier, BCAA

Gil Segovia, SAA

Peter Garrett, OAA

Julie Murphy, Archery New Brunswick

**Regrets:** Duncan Crawford, PEIAA

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

- Welcome by the President, A. Wills to the members who are the provinces/territories at 6:10pm. A roll call of the provincial/territorial members was done.

- This meeting held to provide information to the Provincial / Territorial Member Associations and the many Registrants of Archery Canada on the activities of the past year.

- This meeting is held in order to comply with Industry Canada regulations. As such it follows a very specific order of business.

The voting members are the Provincial / Territorial Member Associations. Each member has one (1) vote. Each Member has a voting delegate card.

- A. Wills led a moment of silence in memory of those Archery Canada members who passed away this past year.

### **2.0 Approval of Agenda**

**MOTION #AGM2014-01:** To approve the 2014 Archery Canada AGM agenda as presented.

Moved by: Yukon Archery - G. Marchand

Seconded by: BCAA – R. Ostermeier

Carried

### **3.0 Minutes of the 2013 Archery Canada Annual General Meeting (AGM) held in Woodstock, New Brunswick on Wednesday, August 7<sup>th</sup> 2013**

- A. Wills referred everyone to the 2013 AGM minutes contained in the 2014 Archery Canada Annual Report. The 2014 Annual Report was distributed to the provincial/territorial members by email in advance of the 2014 AGM.

'Hard copies' of the Annual Report were also distributed to all attending the 2014 AGM.

- A. Wills called for a motion to accept the minutes of the 2013 AGM.

**MOTION #AGM2014-02:** To accept the minutes of the 2013 AGM held in Woodstock, New Brunswick on Wednesday, August 7<sup>th</sup> 2013.

Moved by: OAA – P. Garrett

Seconded by: SAA – G. Segovia

Carried

### **4.0 Business Arising Out of the 2013 AGM Minutes**

- No business arising.

**NOTE:** To view the 2013 AGM minutes, the 2014 annual reports, and the 2014 recipients of Archery Canada's annual awards, see the 2014 Archery Canada Annual Report posted on the Archery Canada website at: [http://www.archerycanada.ca/images/stories/FCA/AnnualReports/2014/2014AnnualReport\\_24July14.pdf](http://www.archerycanada.ca/images/stories/FCA/AnnualReports/2014/2014AnnualReport_24July14.pdf)

## 5.0 Report of the Board of Directors

**5.1 President / – Al Wills:** referred the members and registrants to his report contained in the 2014 Archery Canada Annual Report. Provided highlights from his report. No questions were asked.

**5.2 – Robert Tataryn:** R. Tataryn referred the members and registrants to his report contained in the 2014 Archery Canada Annual Report. Nothing to add to his report. No questions were asked.

**5.3 / Chair, High Performance Committee – Alec Denys:** A. Denys referred the members and registrants to his report contained in the 2014 Archery Canada Annual Report. He provided the following update to his report: Unfortunately, Sport Canada funding for the Gold Medal Profile initiative was not approved for fiscal year 2014-15.

- No questions were asked.

**5.4 / Chair Committee – Jude Hooey:** J. Hooey referred the members and registrants to her report contained in the 2014 Archery Canada Annual Report. She provided the following update to her report: The 2013 3D National Team placed four archers in the top 20 and one archer in the top five. The 2009 3D National Team was comprised of only four archers. There are 29 archers vying for a position on the 2015 3D National Team; this will be the largest 3D national team ever. This signifies strong growth in 3D archery. No funding was available to the 2013 national team archers, however, the 3D team Leader's expenses were fully covered by Archery Canada. Marc Gagnon of Quebec has been selected as the Team Leader for the 2015 3D National Team.

- No questions were asked.

**5.5 – Trina Snooks:** T. Snooks referred the members and registrants to her report contained in the 2014 Archery Canada Annual Report. Nothing to add to her report. No questions were asked.

- T. Snooks stated that she was stepping-down as the volunteer Coordinator of the Indoor Mail Match Program. She asked that if anyone was interested in the position or knew of anyone that might be interested, to please contact her via email.

**DECISION:** Gil Segovia of SAA volunteered to serve as Coordinator of the 2015 Indoor Mail Match Program.

**ACTION:** T. Snooks to follow-up with G. Segovia in the near future and provide him with information and support in order to coordinate the 2015 Indoor Mail Match Program.

**5.6 – Charlene Parlee:** C. Parlee referred the members and registrants to her report contained in the 2014 Archery Canada Annual Report. Nothing to add to her report. No questions were asked.

- A. Wills announced that C. Parlee would not be seeking another term as V-P, Committee and Projects.

A. Wills thanked C. Parlee for her contribution to the Board of Directors and to Archery Canada.

**5.7 – Hugh MacDonald:** A. Wills reported that MacDonald was not present at the AGM because he was competing at the World Cup in Wroclaw, Poland. A. Wills referred the members and registrants to H. MacDonald's report contained in the 2014 Archery Canada Annual Report. No questions were asked.

**6.0 Report of the – Scott Ogilvie:** . verbally corrected the following error in his written report: The Cadet men's team captured a silver medal at the 2013 World Youth Championship, not a bronze medal, as written in the Executive Director report. He provided verbal highlights from his report. No questions were asked.

## 7.0 Reports of the Members (Provinces/Territories)

- West to East: YK, , PEI

**Yukon (Yukon Archery) – Gael Marchand:** Referred the members and registrants to the Yukon Archery report contained in the 2014 Archery Canada Annual Report. He added that Yukon Archery is managed by the Yukon Aboriginal Sport Circle of which he is Executive Director. No questions were asked.

**British Columbia (BCAA) – Ron Ostermeier:** Referred the members and registrants to the BCAA report contained in the 2014 Archery Canada Annual Report. He added that coaching development at higher levels is increasing. BCAA is planning a Competition Introduction coaching clinic for this Fall. No questions were asked.

**Alberta (Archery Alberta) – James Tracey:** Referred the members and registrants to the Archery Alberta report contained in the 2014 Archery Canada Annual Report. He added that 15 more Competition Introduction coaches have been trained during this past year. Membership is at approximately 1,900. No questions were asked.

**Saskatchewan (SAA) – Gil Segovia:** Referred the members and registrants to the SAA report contained in the 2014 Archery Canada Annual Report. He reported that Jeff Fawcett has recently stepped-down as SAA's President (G. Segovia has assumed the Presidency). At the moment there are numerous vacancies in the Board. Consequently, those on the Board have assumed a variety of roles and responsibilities. For example, Shelly Smith has stepped down as the Aboriginal Program Coordinator and the Coaching Coordinator. The SAA's fiscal year now ends April 30<sup>th</sup>. No questions were asked.

**Manitoba (ABAM) – Mano Navarro:** Referred the members and registrants to the ABAM report contained in the 2014 Archery Canada Annual Report. Nothing more to report. No questions were asked.

**Ontario (OAA) - Peter Garrett:** Referred the members and registrants to the OAA report contained in the 2014 Archery Canada Annual Report. P. Garrett added that the number of female members across the province has leveled off after several years of significant growth in female membership. OAA athletes have had much success internationally over recent years, including 3 world champions in the past 10 years and numerous podium finishes. The most recent success was the bronze medal won by Crispin Duenas in the individual recurve at the 2013 World Championship. No questions were asked.

**Québec (Archery Quebec) – Gilles Boucher:** Referred the members and registrants to the FTAQ report contained in the 2014 Archery Canada Annual Report. Nothing more to report. No questions were asked.

**New Brunswick (ANB) – Julie Murphy:** Referred the members and registrants to the ANB report contained in the 2014 Archery Canada Annual Report. Nothing more to report. No questions were asked.

**Nova Scotia (AANS) - Robert Laprade:** Referred the members and registrants to the AANS report contained in the 2014 Archery Canada Annual Report. He added that AANS has seen an increase in membership over the past few years. AANS is working hard to retain its current members. AANS is working closely with its 2015 Canada Winter Games coach and the young athletes hoping to compete at the Games. No questions were asked.

**Prince Edward Island (PEIAA) – Not present:** A. Wills stated that there was no PEIAA report contained in the 2014 Archery Canada Annual Report. Nothing to report on behalf of PEIAA.

## 8.0

**8.1 ruce:** S. Ogilvie stated that B. Savage was unable to attend. S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He highlighted that the Competition Development context is awaiting final approval from the Coaching Association of Canada. Once approved, the resource materials will be translated into French and then sent to Archery Quebec for its review and approval of the French version. The Competition Development course will then be ready for delivery at the provincial/territorial level. The Competition Development context is comparable to the former level 3 course. S. Ogilvie thanked B. Savage for the strong leadership that he has provided and for the outstanding work that he has done over the past 3 to 4 years to ensure the development of the coaching certification program. No questions were asked.

**8.2 Bob Pannell:** A. Wills reported that B. Pannell was not present at the AGM because he was chairing at the same time a meeting of the Championships judge. A. Wills referred the members and registrants to the Judge

Committee report contained in the 2014 Archery Canada Annual Report. A. Wills thanked R. Pannell and the Judge Committee for their time and effort and outstanding work. He stated that he has heard time and again from his peers at World Archery meetings, that Canada has the “best judges in the world”.

**8.3 Joger:**A. Wills reported that R. Garrod was not present at the AGM because he was judging at the World Cup in Wroclaw, Poland. A. Wills stated that there was no Rules Committee report contained in the 2014 Archery Canada Annual Report. He had nothing to report on behalf of R. Garrod. No questions were asked. A. Wills thanked R. Garrod for the enormous time and effort that he has committed to coordinating the rule change process and the subsequent updating of the Archery Canada rulebook.

**8.4 High Performance Committee – Alec Denys:** See report from High Performance as presented under agenda item 5.3.

**8.5 3D Committee – Jude Hooey:** See report from as presented under agenda item 5.4.

## 9.0 Representatives /

### 9.1 High Performance Committee

**9.1.1 (Able-Bodied)ugh MacDonald:** See report under agenda item 5.7.

**9.1.2 (Para-Archery)Kevin Evans:** On behalf of K. Evans, S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked.

**9.1.3 oan:** . referred the members and registrants to her report contained in the 2014 Archery Canada Annual Report. . added that the automatic ranking system is working well. The funding and expertise provided by Own the Podium has proven very valuable to our high performance athletes and the development of a high performance program. She added that Christine Robertson (Archery Canada’s part-time Finance Officer and High Performance Coordinator) has done an excellent job in her role as High Performance Coordinator and has reduced the high performance workload (borne by J. McDonald and S. Ogilvie).

**9.1.4 ARyan Van Berkel:** On behalf of R. Van Berkel, S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked.

**9.1.5** Position vacant. No report.

**9.1.6 Anti-Doping & ancy:**On behalf of N. Littke, S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He stated that N. Littke also sits as a member of World Archery’s Medical and Sport Sciences Committee. No questions were asked.

**9.1.7 Equipment Program Coordinator – Murray Peacock:** On behalf of M. Peacock, S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked. A. Wills added that Alpen and Lancaster product discounts are available to Archery Canada registrants.

## 9.2 M

**9.2.1 Indoor M–TrinaSnooks:**T. Snooks referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked.

**9.2.2 Outdoor M –DarcyDean:** On behalf of D. Dean, A. Wills referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked.

**9.3 L RenéeBrouillette:** On behalf of R. Brouillette, S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked.

**9.4 anadianLynne Durward:** On behalf of L. Durward, A. Wills referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He added that throughout the Americas Region, there were 12,000 competitors in the 2014 MICA program. No questions were asked.

**9.5 Canadian Indoor Regional Championship – Al Wills:** A. Wills referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He stated that Sarah Grey of Ontario has volunteered to take on the Coordinator role for the 2015 Indoor Regional Championship. He added that S. Grey assisted and mentored under him for the 2014 Indoor Regional Championship registration and results process. This has provided her with valuable experience in preparation for 2015. No questions were asked.

**9.6 Canadian .:** On behalf of Christiane Murphy, A. Wills referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He stated that C. Murphy provides regular updates on Canadian records which are then posted on the website and published in the Archery Canada News. No questions were asked.

**9.7 World Archery oniaSchina:** On behalf of S. Schina, A. Wills referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. Nothing to add. No questions were asked.

**9.8 Webmaster I:** A. Wills referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He provided highlights for his report. No questions were asked.

**9.9 Membership – Scott Ogilvie:** S. Ogilvie referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He stated that the membership and registrant numbers were as of mid-July 2014. No questions were asked. A. Wills added that Archery Canada is moving towards the adoption of a new membership database (created by an Italian company called I@NSEO). World Archery and a number of its member associations are using the I@NSEO system for membership and tournament scoring. The I@NSEO system will also have other functionalities, such as tournament scoring and results and ranking. Training on the use of I@NSEO for membership purposes is taking place this week in Lac La Biche for national and provincial/territorial staff and staff volunteers responsible for membership.

<b>MOTION #AGM2014-03:</b> To approve the reports as submitted and/or presented.			
Moved by:	ABAM – M. Navarro	Seconded by:	AANS – R. Laprade
			Carried

**10.0 Canadian Archery Foundation Report - Robert Tataryn:** R. Tataryn referred the members and registrants to the report contained in the 2014 Archery Canada Annual Report. He stated that Archery Canada is investigating the possible investment of the donation funds which are currently residing in a RBC account under Federation of Canadian Archers Inc. He added that the Canadian Archery Foundation oversight committee is considering the production and issuance of a recognition token in cases of donations to the Foundation exceeding the \$100.00 amount. No questions were asked.

**11.0 Report on High Performance Program Initiatives – Alan Brahmst (High Performance Consultant):**  
 - S. Ogilvie referred the members and registrants to the report contained in the 2014 AGM meeting package (not contained in the 2014 Archery Canada Annual Report (see Appendix 1 appended to these minutes). He provided background on Alan Brahmst and the work that he has been contracted to undertake on behalf of the High Performance Committee and under the direction of S. Ogilvie (Executive Director) and A. Denys (V-P High Performance).  
 - A. Denys verbally highlighted the report from A. Brahmst.

**12.0 Auditor’s Report & Audited Financial Statements for 2013 - 2014 Fiscal Year - Robert Tataryn:**  
 - R. Tataryn referred the members and registrants to the auditor’s report contained in the 2014 AGM meeting package. He called for questions, responded and clarified where necessary.

<b>MOTION #AGM2014-04:</b> To approve the audited financial statements and auditor’s report for fiscal year 2013-2014.			
Moved by:	R. Tataryn	Seconded by:	Yukon Archery - G. Marchand
			Carried

### 13.0 Appointment of Auditors for 2014-15 Fiscal Year (R. Tataryn)

**MOTION #AGM2014-05:** To appoint the chartered accounting firm, Parker Prins Lebano, as the auditors for the fiscal year April 1<sup>st</sup> 2014 - March 31<sup>st</sup> 2015.

Moved by: R. Tataryn

Seconded by: ABAM - Mano Navarro

Carried

### 14.0 Election of Board of Directors Positions (A. Wills / S. Ogilvie)

- A. Wills informed the membership that elections must be held for three (3) Board positions. Each position is a two year term. The specific positions to be filled are as follows:

- Vice-President, Finance & Administration
- Vice-President, High Performance. Also serves as Chair of the High Performance Committee.
- Vice-President, Marketing & Communication

- S. Ogilvie stated that notification and a call for nominations were circulated to the membership within the required timelines.

- A. Wills stated that the incumbents for the first two positions above have let their name stand for re-election (Robert Tataryn, Vice-President, Finance & Administration and Alec Denys, Vice-President, High Performance).

- S. Ogilvie stated that William (Bill) Currie of AANS has been nominated by AANS to seek a Board position.

- A. Wills called three times for nominations from the floor. No nominations came forward from the floor.

- A. Wills called for a motion to acclaim the three nominees.

**MOTION #AGM2014-06:** That the following three persons are acclaimed to sit as members of the Archery Canada Board of Directors. And that the new Board of Directors determine the assignment of the positions, sometime shortly after the 2014 AGM.

Robert Tataryn of the ABAM (Manitoba) – incumbent

Alec Denys of the OAA (Ontario) – incumbent

William Currie of the AANS (Nova Scotia)

Moved by: BCAA – R. Ostermeier

Seconded by: AANS – R. Laprade

Acclaimed

### 15.0 Proposed Article & Bylaw Amendments (A. Wills / S. Ogilvie)

- S. Ogilvie referred the members and registrants to the following documents contained in the 2014 AGM meeting package: i) a background cover note; ii) the proposed article and bylaw amendments; iii) the resolution for member voting. The background cover note, proposed article amendments and proposed bylaw amendments are appended to these minutes – Appendix 2, 3 and 4 respectively.

- S. Ogilvie reminded the members that the documents were circulated for review in advance of and then explained and discussed during the Provincial/Territorial Council teleconference that occurred on June 24<sup>th</sup> 2014. He added that Rachel Corbett of the Sport Law & Strategy Group was hired by Archery Canada to lead the writing of the article and bylaw amendments and to assist with the adoption process. As part of the process and in preparation for the 2014 AGM, R. Corbett was called on to address the article and bylaw amendments, during the June 24<sup>th</sup> teleconference.

- A. Wills called for a motion to approve the following special resolution:

**MOTION #AGM2014-07:**

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 10<sup>th</sup> day of October, 1972 and

WHEREAS the Corporation was issued Supplementary Letters Patent on the 10<sup>th</sup> day of December, 1990;

AND WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to section 297 of the NFP Act;

*BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:*

1. *The Directors of the Corporation are authorized and directed to make an application under section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;*
2. *The Articles of Continuance (transition) of the Corporation, attached as Schedule 'A', are approved;*
3. *The existing Bylaws of the Corporation are repealed effective on the date that the corporation continues under the NFP Act and the new Bylaws, attached as Schedule 'B', are approved and will be effective on the same date.*
4. *Any one of the Officers or Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the Articles of Continuance (transition), the Bylaws, the Notice of Registered Office and of Directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.*

Moved by: BCAA – R. Ostermeier	Seconded by: OAA – P. Garrett	Carried
--------------------------------	-------------------------------	---------

## 16.0 Information Items:

### 16.1 2015 3D Indoor Canadian Championship - R. Ostermeier, BCAA:

- R. Ostermeier reported that the Championship will take place March 20-22 in Cloverdale, BC (outside of Surrey, BC).

The Organizing Committee has been busy with planning and organization. Everything is 'on track'.

Two venues will be used at the Cloverdale Agriplex. The website is: <http://www.2015indoor3dnationals.com/>

### 16.2 2015 3D, Field & Target Outdoor Canadian Championships - M. Navarro, ABAM:

- M. Navarro introduced Walter Potrebka, Chair of the Host Organizing Committee and called on him to provide the update on all three Championships. A venue for the Target Championship has been secured at the end of one of the runways at the Winnipeg International Airport. The Field Championship venue is just outside Winnipeg. The 3D Championship will be held at the Carberry Sand Hills just outside of Carberry, MB over the August long weekend, Saturday – Monday, August 1<sup>st</sup> to 3<sup>rd</sup>. The Field and Target Championships will follow the 3D Championship – Tuesday and Wednesday, August 4<sup>th</sup> and 5<sup>th</sup> for Field and Thursday-Saturday, August 6-8 for Target. The Canadian Open will take place on Sunday, August 9<sup>th</sup>.

### 16.3 2016 3D Indoor Canadian Championship - G. Segovia, SAA:

- G. Segovia reported that a location and venue has not yet been finalized. Possible location is Melville/Yorkton at the native casino venue.

### 16.4 2016 3D, Field & Target Outdoor Canadian Championships - P. Garrett, OAA:

- P. Garrett reported that a call for bids has not yet occurred for any of the Championships. The bid process will be initiated shortly after the OAA's fall AGM. Sault Ste Marie has expressed interest in hosting the 3D Championship.

### 16.5 The WW Gunter Memorial Bursary

- S. Ogilvie announced that the 2014 recipient of the WW Gunter Memorial Bursary was Logan Kupchanko of Saskatchewan. Logan was a member of cadet men's compound team that won the silver medal at the 2013 World Youth Championship.

### 16.6 Presidential Citations for 2014

- A. Wills announced that Roger Garrod of ABAM (Manitoba) was the 2014 recipient of a Presidential Citation for his outstanding work and commitment in coordinating the rule change process and the subsequent updating of the Archery Canada rulebook. He stated that R. Garrod was not available to accept the award because he was judging at the World Cup in Wroclaw, Poland.

### 16.7 Judge Emeritus Awards for 2014

- A. Wills announced that Sheila Sheppard of Nova Scotia was the lone recipient of the Judge Emeritus Award for 2014. S. Sheppard recently retired from judging. She was a tireless worker at the club, provincial and national levels. She was nominated by Ghislain Arsenault. S. Ogilvie stated that the award will be forwarded

soon to the AANS President Bill Currie and that B. Currie will present the award to S. Sheppard at the AANS AGM this fall.

#### 16.8 Volunteer Recognition Pins for 2014

- J. Hooley announced that a silver volunteer recognition pin was awarded to Susan Gehlert at the closing ceremony of the 2014 Canadian 3D Outdoor Championship. S. Gehlert was a member of the host organizing committee of the 2014 Canadian 3D Outdoor Championship.

- A. Wills announced that silver volunteer recognition pins would be awarded to one or two members of the host organizing committee for the 2014 Canadian Field and Target Championships. The recipients will be announced at the Awards Banquet on Saturday, August 9<sup>th</sup> 2014.

NOTE: The recipients were Rene Schaub, who had oversight of all three of the 2014 Championships and his wife Pauline Schaub, a key member of the host organizing committee. At the President's discretion, R. Schaub was awarded a gold volunteer recognition pin because of his outstanding work and achievements for the 2014 Championships. P. Schaub was awarded the silver pin (as is standard practice for the Championships). Both received a loud and lengthy applause at the Awards Banquet.

#### 16.9 Archery Canada Annual Achievement Awards for 2013 (awarded in 2014)

- A. Wills announced the winners of the Archery Canada Annual Achievement Awards for the year 2013. If present, the recipients were presented with their plaque. The 2013 recipients are as follows:

D.M. Lovo Award for Outstanding Contribution to Archery in Canada: **GHISLAIN ARSENAULT**

Greg Durward Volunteer of the Year Award Winner – **PHIL PARLEE**

Dorothy Lidstone Female Athlete of the Year Award Winner – **KAREN VAN NEST**

Frank Jones Male Athlete of the Year Award Winner – **CRISPIN DUENAS**

Female Junior Athlete of the Year Award Winner – **BRITTANY JOHNSON**

Tom Mack Junior Male Athlete of the Year Award Winner – **CADET MEN'S COMPOUND TEAM (LOGAN KUPCHANKO, TYLER MURPHY, HUNTER MCGINNIS)**

Sylvio Beauregard Judge of the Year Award Winner – **CÉLINE GRAVEL**

Hank Wiseman Coach of the Year Award Winner – **JOAN McDONALD**

- The winners are also listed on the Archery Canada website at:

<http://www.archerycanada.ca/en/awards/awards-archive>

- The full description of each recipient's achievement is contained in the 2014 Archery Canada Annual Report. See pages 148-153 of the 2014 Archery Canada Annual Report posted on the Archery Canada website at:

[http://www.archerycanada.ca/images/stories/FCA/AnnualReports/2014/2014AnnualReport\\_24July14.pdf](http://www.archerycanada.ca/images/stories/FCA/AnnualReports/2014/2014AnnualReport_24July14.pdf)

#### 17.0 Good and Welfare

- A. Wills called for 'good and welfare'. There were no items raised.

#### 18.0 President's Closing Remarks & Meeting Adjournment (A. Wills)

- A. Wills thanked the members and all others present for AGM. He reminded the members that the Provincial/Territorial Council meeting would follow the AGM after a 10 minute break. He called for a motion to adjourn the 2014 Archery Canada AGM.

**MOTION #AGM2014-08:** To adjourn the 2014 Archery Canada AGM.

Moved by: BCAA – R. Ostermeier

The 2014 AGM was adjourned by the President, Allan Wills at 7:35pm on Thursday, August 7<sup>th</sup> 2014.



## **APPENDIX 1**

### **Report on High Performance Program Initiatives**

### **High Performance Strategy Report**

#### **Introduction**

Since February 1<sup>st</sup>, 2014, a focus has been put on the refinement of Archery Canada's (AC's) high performance (HP) strategy and the development of corresponding processes and projects.

The collection of cultural context and connection with a variety of AC stakeholders has been a key aspect of the strategy refinement so far. To be successful, a deep understanding of the organization is paramount to leading change in an effective manner.

A detailed strategy will be presented to our major HP funder, Own The Podium, in November. In support of the preparation for this meeting, a number of initiatives have since been activated to support strategy development and the design of longer-term projects.

#### **Status**

Based on a thorough assessment of our current state, and with a vision toward a world-class system, a number of gaps to leading nations have been identified. Initial observation across a variety of performance dimensions has allowed us to initiate targeted work in a number of areas to build the platform from which to drive ongoing change.

It is anticipated that significant change is required in a number of areas to allow us to optimize our opportunity for high performance on the world-stage in a sustainable manner. The roadmap that will get AC to a world-class target state can be characterized as transformational.

#### **Approach**

Our work to date has been guided by a framework of our strategy, which is structured into two streams, "Elite Performance" and "System Performance", whereby the Elite stream has a focus on immediate-term impact for our targeted athletes, while the System stream will drive broader, longer-term changes.

Both streams are integrated across 4 cornerstone programs, which all represent fundamental elements of a world-class HP system:

1. Gap Analysis & Gold Medal Profile
2. Yearly Training Program & Integrated Support Team
3. Technical Leadership & Coaching
4. Athlete Pathway & Talent Development

All four programs have been activated to varying degrees and within a number of initiatives to allow us to progress and collect information to continuously define our approach and build out our strategy.

#### **Initiatives**

As we progress through 2014 and into 2015, multiple projects will emerge from the 4 programs. The following list is a collection of current initiatives in the pipeline. The initiatives are at various stages of progress and will begin to take shape throughout the second half of 2014:

- a. Gold Medal Profile
- b. Daily Training Environment modeling
- c. Integrated Training / Competition Plan through Rio 2016
- d. Selection Policy & assessment criteria
- e. IST resource & technology identification / review
- f. NT coaching structure
- g. National identification / selection camp

#### **Fundamentals**

Some fundamental elements, such as a robust, modern selection policy based on global best practices, are essential in moving our HP system into an advanced stage. A well-structured selection policy will offer us multiple

opportunities to influence system adjustments, while supporting some of the principles of our Long Term Athlete Development model.

Another example of a fundamental element is a coaching structure that provides leadership, centralizes some important planning processes, and helps to facilitate some coordinated technical collaboration across the broader AC system.

It is anticipated that our work across the various initiatives, along with the introduction of new, fundamental HP system elements will offer the opportunity for much progress in the Elite stream throughout 2014, while 2015 will begin to see the System stream advancing significantly.

### **Implementation & Governance**

Some of our projects will be driven through formal plans (e.g. Gold Medal Profile, Selection Policy) while others will move along as more tactical activities (e.g. Integrated Training / Competition Plan)

With the HP strategy under the governance of the High Performance Committee, there is a regular approval protocol for moving the various initiatives forward.

Key elements to successful change and transformation are vision, planning, communication, collaboration and leadership. To provide us with certain degrees of these elements, we have formalized the concept of a Coach Roundtable (CR).

This bi-weekly CR forum currently has eight active members and is designed as a bi-weekly collaboration hub to validate and move our strategy forward. The concepts of idea sharing, critical thinking and change advisory are central to the CR concept.

### **Summary**

Transition to the desired future state will require time, caution, commitment, collaboration and funding. The basic directional elements are in place to begin implementing various initiatives, which can serve as building blocks for the longer-term strategy.

## APPENDIX 2 BACKGROUND COVER NOTE

June 18, 2014

Dear Provincial/Territorial Members:

Enclosed you will find a resolution that will be presented to the members at our forthcoming AGM for their vote and approval. The resolution authorizes Archery Canada to apply for continuance under the new *Canada Not-for-profit Corporations Act*, thus completing our organization's transition from the *Canada Corporations Act* to the new legislation.

The resolution references two appendices (or schedules): Schedule A is Articles of Continuance and Schedule B is our Bylaws. A few remarks are in order in relation to each of these documents.

Schedule A, Articles, is a restatement of our current Letters Patent and Supplementary Letters Patent. Upon approval, the Articles will replace these documents. The only changes that have been made are an updating of our legal purposes to ensure that they accurately reflect our present mandate, and that they conform with recent amendments to the *Income Tax Act* that apply to us as we are a registered charity. We are also now required to use a different dissolution clause to conform with charitable requirements.

Schedule B, Bylaws, are an update of the bylaw amendments that our members approved at our 2013 AGM held in Woodstock, NB last August. Those amendments were geared towards streamlining member classes to prepare us for this next phase of transition. The Bylaws before you now have been significantly modified so that they fully comply with the rules of the new legislation. There is no change in our membership structure or governance structure that were approved at the 2013 AGM, but there are some additions that are simply required by the new *Canada Not-for-profit Corporations Act*.

We have been assisted by the Sport Law & Strategy Group in the preparation of these documents. They have been working with over 70 national sport organizations (NSOs) and multi-sport organizations (MSOs) on their transition plans. We have been able to benefit from the experiences of our peers in the sport community, that are ahead of us in this process.

We look forward to having the members approve this resolution at our upcoming AGM on Thursday, August 7<sup>th</sup> in Lac La Biche so that we may proceed to the new legislation comfortably ahead of the October 2014 deadline.

If you have any questions on this material, please feel free to contact me at: [information@archerycanada.ca](mailto:information@archerycanada.ca) or 613-260-2113.

Sincerely,

Scott Ogilvie  
Executive Director  
Archery Canada



**APPENDIX 3  
SCHEDULE 'A'  
Canada Not-for-profit Corporations Act  
FORM 4031**

**Articles of Continuance (transition)**

**1 CURRENT NAME OF THE CORPORATION**

FEDERATION OF CANADIAN ARCHERS INC. | FEDERATION CANADIENNE DES ARCHERS INC.

**2 IF A CHANGE OF NAME IS REQUESTED, INDICATE PROPOSED CORPORATE NAME**

Not applicable

**3 CORPORATION NUMBER**

042720-9

**4 THE PROVINCE OR TERRITORY IN CANADA WHERE THE REGISTERED OFFICE IS SITUATED**

Ontario

**5 MINIMUM AND MAXIMUM NUMBER OF DIRECTORS (FOR A FIXED NUMBER, INDICATE THE SAME NUMBER IN BOTH BOXES)**

Minimum – 7  
Maximum – 7

**6 STATEMENT OF THE PURPOSE OF THE CORPORATION**

1. To serve as the governing body for the sport of archery in Canada, and as such represent Canadian archery in World Archery, the Canadian Olympic Committee, the Canadian Paralympic Committee and other national and international bodies;
  2. To promote competitive and recreational archery throughout Canada;
  3. To oversee and govern the conduct of archery competitions held under its auspices in Canada;
  4. To assist Provincial and Territorial archery organizations in the development of archery in their respective jurisdictions;
  5. To host international archery competitions and events;
  6. To manage a national team program and identify, select and train members of national teams to represent Canada in international competition;
  7. To provide programs for the development, training and certification of athletes, coaches and officials; and
  8. To receive money and other property, by gift, bequest, fees or otherwise, and to apply same in furtherance of these purposes.

The Corporation may carry on related business activities in furtherance of these purposes, such as selling merchandise related to archery and to national teams, and engaging in limited non-partisan political activities.

**7 RESTRICTIONS ON THE ACTIVITIES THAT THE CORPORATION MAY CARRY ON, IF ANY**

None

**8 THE CLASSES, OR REGIONAL OR OTHER GROUPS, OF MEMBERS THAT THE CORPORATION IS AUTHORIZED TO ESTABLISH**

There is one class of Member, which is Provincial and Territorial Archery Organizations.

Each Member carries a single vote, to be exercised by its chosen delegate, at meetings of Members.

Each Member will be entitled to receive notice of, attend and vote at all meetings of Members of the Corporation.

**9 STATEMENT REGARDING THE DISTRIBUTION OF PROPERTY REMAINING ON LIQUIDATION**

Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts and satisfying all liabilities will be distributed to one or more qualified donees within the meaning of the *Income Tax Act* (Canada), as determined by the Board of Directors.

**10 ADDITIONAL PROVISIONS, IF ANY**

The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.

**11 DECLARATION**

I hereby certify that I am a director of the corporation continuing into the *Canada Not-for-profit Corporations Act*.

Signature: \_\_\_\_\_  
Al Wills

Date: \_\_\_\_\_

Telephone: \_\_\_\_\_

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offense and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (Section 262(2) of the *Canada Not-for-profit Corporations Act*).

**APPENDIX 4**  
**SCHEDULE 'B'**  
**FEDERATION OF CANADIAN ARCHERS INC.**  
**FÉDÉRATION CANADIENNE DES ARCHERS INC.**

**BYLAWS**

**GENERAL**

1. These Bylaws relate to the general conduct of the affairs of the *Federation of Canadian Archers Inc. / Fédération Canadienne des Archers Inc.*, a Canadian Corporation.

2. The following terms have these meanings in these Bylaws:

- 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) *Articles* – the restated articles of continuance of the Corporation;
- c) *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 the Corporation for a report to the Members at the next annual meeting;
- d) *Board* – the Board of Directors of the Corporation;
- e) *Corporation* – Federation of Canadian Archers Inc.;
- f) *Days* – total days irrespective of weekends and holidays;
- g) *Director* – an individual elected to serve on the Board pursuant to these Bylaws;
- h) *Member* – those organizations meeting the definition of member pursuant to these Bylaws;
- i) *Officer* – an individual appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
- j) *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution;
- k) *Registrants* - those individuals who participate in the activities of the Corporation, as defined in these Bylaws.
- l) *Special Resolution* – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

3. The registered office of the Corporation will be located in the province of Ontario, at such address as the Board may determine.

4. Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes of the Corporation as set out in the Articles.

5. These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

**MEMBERSHIP**

6. The Corporation has one class of Members, which is the organization recognized by the Corporation as the sole governing body for the sport of archery in each Province or Territory of Canada. Each Member will select its delegate to represent that Member at meetings of Members, provided that such delegate is a Registrant in that Member's jurisdiction. Membership in the Corporation is not transferable.

7. Each Member agrees to abide by the Corporation's Articles, Bylaws, policies, procedures, rules and regulations.

8. Membership will follow the calendar year (January 1 to December 31), and membership dues and fees, and the due date for their payment, will be determined from time to time by the Board.

9. Membership in the Corporation is terminated when:

- a) The Member is liquidated or dissolved;
- b) The Member no longer meets the definition of Members set out in Section 6;
- c) The Member fails to pay its membership dues, fees or other monies owed to the Corporation by the deadline date prescribed by the Corporation;
- d) The Member resigns from the Corporation by giving written notice to the President, in which case the resignation becomes effective on the date specified in the notice. However a Member may not resign from the Corporation if the member is subject to disciplinary investigation or action; or
- e) The Corporation is liquidated or dissolved under the Act.

10. A Member may also be disciplined, suspended or expelled from the Corporation by the Board for failing to comply with Section 7, provided that the Member is given an opportunity to address the Board before such a decision is made. Such Member will also have recourse to an appeal to the Members at a meeting of Members.

### **REGISTRANTS**

11. Registrants of the Corporation are 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. The term Registrant 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.

### **MEETINGS OF MEMBERS**

12. Meetings of Members will include annual meetings and special meetings, to be held at such date, time and place as determined by the Board.

13. The annual meeting will be held within 15 months of the last annual meeting but not later than six months after the end of the Corporation's preceding financial year.

14. A special meeting of the Members may be called at any time by the President or upon the written requisition of Members holding not less than five percent of the total Members' votes. The agenda of special meetings will be limited to the subject matter for which the meeting was called.

15. 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 Corporation makes available such a communication facility.

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

17. Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 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 21-35 days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's web site not less than 30 days before the day on which the meeting is to be held.

18. Persons entitled to be present at a meeting of Members are the delegates identified by the Member to exercise the Member's vote, other representatives of the Member that the Member consents to being present, the Directors, Registrants, the Auditor and such other persons who are entitled or required under any provision of the Act to be



present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.

19. Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

20. Quorum for a Meeting of Members will be a majority of Members. If quorum is met at the start of the meeting, but thereafter Members depart the meeting such that quorum is lost, the meeting is nonetheless a valid meeting and may continue.

21. Each Member is entitled to one vote. There will be no proxy voting. An Ordinary Resolution will decide each issue, unless otherwise provided for in the Act or these Bylaws. In the case of a tie, the vote is defeated.

22. Except as otherwise provided in the Act, the current edition of Robert's Rules of Order will govern the conduct of a meeting.

## **GOVERNANCE**

23. The Board will consist of seven Directors, as follows:

- a) Three directors-at-large elected by the Members in even years;
- b) Three directors-at-large elected by the Members in odd years; and
- c) One Athlete Director nominated by the High Performance Committee and elected by the Members in odd years.

24. Any person, who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who is a Registrant, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the *Income Tax Act* in relation to the eligibility to serve as a director of a registered charity may be nominated for election as a Director-at-Large. To be eligible for election as an Athlete Director, a person must meet these qualifications and must also be currently, or have been previously, a member of the Corporation's national team.

25. Any nomination of an individual for election as a Director-at-large must be supported by a Member, must include the written consent of the nominee, and must be submitted to the registered office of the Corporation 30 days prior to the annual meeting. A nomination for Athlete Director must be supported by the High Performance Committee, must include the written consent of the nominee, and must be submitted to the registered office of the Corporation 30 days prior to the annual meeting. Nominations will be circulated to the Members at least 21 days prior to the annual meeting, and elections will take place at the annual meeting.

26. Directors will serve terms of two years.

27. A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.

28. The office of any Director will be vacated automatically if the Director:

- a) Ceases to meet the qualifications set out in Section 24;
- b) Is charged with and/or convicted of any criminal offense related to the position; or
- c) Upon the Director's death.

29. A Director may be removed by Ordinary Resolution of the Members at a meeting of Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

30. Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.
31. The President or a majority of Directors may call a meeting of the Board.
32. Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.
33. At any meeting of the Board, quorum will be a majority of Directors.
34. The President may vote at meetings.
35. A meeting of the Board 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 Corporation makes available such a communication facility.
36. Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:
- a) Approve the vision, mission, values and strategic direction of the Corporation;
  - b) Approve policies and procedures to deliver the programs and services of the Corporation;
  - c) Provide continuity for the Corporation by ensuring its financial health;
  - d) Engage under employment contract an Executive Director to manage and oversee the operations of the Corporation;
  - e) Ensure positive relationships with stakeholders; and
  - f) Perform any other duties from time to time as may be in the best interests of the Corporation.

#### **OFFICERS**

37. The Officers of the Corporation are the President, Vice President Finance, Secretary and Executive Director. With the exception of the Executive Director who is an employee of the Corporation, Officers will serve terms of two years. The position of Secretary will be held by the Executive Director, unless the Board determines otherwise.
38. The President and Vice President Finance will be appointed by the Board from among its members. The Board will appoint a Secretary, who need not be a Director. The process used to appoint the President, Treasurer and Secretary will involve voting by Directors and will be supervised by the Executive Director.
39. The Officers will have the following responsibilities:
- a) The *President* will be responsible for the general supervision of the affairs of the Corporation, will preside at meetings of Members and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.
  - b) The *Vice President Finance* will see that proper accounting records as required by the Act are kept, will cause to be deposited all monies received by the Corporation into the Corporation's bank account, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, and will perform such other duties as may from time to time be established by the Board.
  - c) The *Secretary* will have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Corporation which require certification, and will perform such other duties as may from time to time be established by the Board.
  - d) The *Executive Director* is the Chief Executive Officer of the Corporation and will be responsible for the management and supervision of the operations of the Corporation.

40. In addition to naming Officers, the Board may also assign portfolio responsibilities to specific Directors. A Director may be assigned a single portfolio or multiple portfolios. The portfolios include, but are not limited to:

- a) Administration, Marketing and Communication
- b) High Performance
- c) Development
- d) 3D Archery
- e) International

41. The Board may, from time to time and subject to the Act, vary, limit or add to the powers and duties of any Officer.

#### **MEMBER COUNCIL**

42. There will be a Member Council composed of one representative appointed by each Member. The Member Council is responsible for maintaining effective communication between Members and the Corporation, and for advising the Board of Directors on matters of importance to the development of archery at the local, provincial and territorial level. The Member Council is an advisory body and its actions and recommendations are not binding upon Members or upon the Corporation.

#### **COMMITTEES**

43. The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws. The Board will establish written terms of reference for all Committees.

44. A quorum for any Committee will be the majority of its members.

45. When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term. The Board may remove any member of any Committee.

46. The President will be an ex-officio and non-voting member of all Committees of the Corporation.

#### **CONFLICT OF INTEREST**

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

#### **FINANCE**

48. The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.

49. The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

50. The Corporation will send to the Members a copy of the audited financial statements at least 21 days before the annual meeting.

51. The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the Corporation in accordance with the Act.

52. The Executive Director and any Officer will have authority to sign for and on behalf of the Corporation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality.

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

54. The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.

55. All Directors, Officers who are not employed by the Corporation, and members of Committees will 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.

## **AMENDMENT OF BYLAWS**

56. Except for the items set out in Section 57, these Bylaws may be amended or repealed by Ordinary Resolution of the Board of Directors. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw amendment or repeal. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The Bylaw amendment or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

## **FUNDAMENTAL CHANGES**

57. In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

## **NOTICE**

58. In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.

59. Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.

60. The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

## **INDEMNIFICATION**

61. The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

62. The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

63. The Corporation will purchase and maintain in force such Directors and Officers liability insurance as may be approved by the Board.

## **ADOPTION OF THESE BYLAWS**

63. These Bylaws were ratified by a Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on August 7<sup>th</sup>, 2014.

64. In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.