The Canadian Volkssport Federation (CVF)
La Fédération Canadienne Volkssport (FCV)

Bylaw – No.1

Bylaw No. 1 being a Bylaw relating generally to the transaction of affairs of the **Canadian Volkssport Federation – La Fédération Canadienne Volkssport**, herein referred to as the Federation.

DEFINITIONS

"ad hoc committee" is a committee established by the Board of Directors for the purpose of resolving special short term issues.

"Affiliates" are private commercial or public organizations, (e.g. recreational travel enterprises, tourist agencies and information services, etc.) and non-Canadian volkssport organizations whose primary purposes are recognized to be compatible with the purpose of the Federation. On the basis of this affiliation with the Federation, they are granted Federation Affiliate Membership authorized to sponsor volkssport events in Canada, subject to IVV and Federation standards.

"Annual General Meeting" is a general meeting of the Federation held annually as required by the Federation by-laws.

"Board" means the Board of Directors of the Federation.

"Clubs" are also referred to as Regular Member Clubs of the Federation. They are organized non-profit recreational groups of individuals interested in volkssports, i.e. "Volkssporters".

"Club President" refers to the president(s) of the Regular Member Clubs as voted by the individuals interested in volkssports, i.e. "Volkssporters", that make up a particular Club.

"directors" are the members of the Federation Board of Directors, which includes the President, Vice-President and the six (6) Regional Directors.

"Executive" is comprised of the President, Vice-President, Immediate Past President, Secretary and Treasurer. Also referred to as the Officers of the Federation.

"Executive Committee" is comprised of the five (5) Officers of the Federation and a number of volunteer volkssporters, usually Committee Chairs, and persons under contract to the Federation, appointed by the Board after each Federation Annual General Meeting for a one (1) year term to exercise delegated authority to carry out administrative, financial and operational tasks within the scope of their individual Terms of Reference and Board policy.

"Federation" means the Canadian Volkssport Federation.

“General Meeting” is a meeting of the members summoned by the Board at any time.

“Honourary Members” are individuals on whom the Board of Directors have conferred this special status in recognition of their conspicuous support and assistance to the Federation.

“inactive” as applied to a Regular Member (Club), Affiliate, or other organization, by declaration of the Federation or an existent Regional Association, means the respective Member is not in good standing by inability to renew annual membership and sponsor a single sanctioned volkssport event within a calendar year.

“Individual Members” known as Volkssporters are individuals interested in volkssports. Where clubs exist they are encouraged to join these clubs and participate in the business of the Federation through the club. Where no clubs exist, individuals may receive individual membership recognition upon payment of the required fee as set by the Board of Directors.

“in good standing” means continuously meeting all responsibilities.

“IVV” means Internationaler VolkssportVerband.

“Member(s)” refers to the five (5) categories of members. Those categories are: Regular (Club), Affiliate, Individual, Regional Association, and Honourary.

“motion” means a formal proposal, put orally or in writing to a meeting and requires a ‘seconder’ before debate and a vote. See “resolution”

“Officers” are the President, Vice-President, Immediate Past President, Secretary and Treasurer.

“proxy” relating to voting means: (1) the authorization document given to a substitute representative; (2) a person authorized to act as a substitute, a proxyholder, (3) a vote cast by this means.

“Region(s)” refers to one or all of the following six (6) regions of Canada: British Columbia, Alberta, Saskatchewan/Manitoba/Northern Territories/Nunavut/Yukon, Ontario, Quebec, and Atlantic Canada.

“Regional Associations” are volkssport organizations or corporations formed pursuant to the Federation bylaws and the governing provincial or federal legislation and at the request of a majority of Clubs situated within a geographic region of Canada. The Regional Association may consist of one or more provinces and/or territories.

“Regional Directors” refers to the Directors from the six (6) geographic regions of Canada as voted by the Regular Members of that region.

“Regular Members” see “Clubs”.

“resolution” means a formal proposal, often prefaced by written explanatory rationale for the proposal, to a meeting, a board, or a committee detailing action to be taken to resolve a significant major issue. See “motion”.

“special general meeting” is a general meeting of the members summoned by the Board at the request of those members who hold five percent (5%) of the voting rights.

“volkssports” are non-competitive, untimed, recreational activities, (i.e. walking, cycling, swimming and cross-country skiing), performed by any individual during a sanctioned event, using only personal human energy.

INTERPRETATION

1. In these bylaws and in all other bylaws of the Federation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

LANGUAGE

2. The official languages of the Federation shall be both English and French. Whenever possible, correspondence, brochures or other documents shall contain both English and French. When there is a discrepancy over translation between English and French text, the English text will prevail.

HEAD OFFICE

3. The head office of the Federation shall be located in the City of Ottawa, in the Province of Ontario, Canada.

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

CORPORATE SEAL

5. The seal of the corporation shall be in such form as shall be prescribed by the Directors of the Federation and shall have the words “Canadian Volkssport Federation – La Fédération Canadienne Volkssport”. The seal shall be located at the Head Office in the custody of the Executive Assistant.

EXECUTION OF DOCUMENTS

6. Contracts, documents or any instruments in writing requiring the signature of the Federation shall be signed by one of the two following: President, Vice-President, Secretary or Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Federation without any further authorization or formality. The

Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Federation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Federation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Federation. The seal of the Federation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

FINANCIAL YEAR

7. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Federation shall be the calendar year.

BOOKS AND RECORDS

8. The Board of Directors shall ensure that all necessary books and records of the Federation required by the bylaws of the Federation or by any applicable statute or law are regularly and properly kept.

CONDITIONS OF MEMBERSHIP

9. Membership in the Federation shall consist of persons, organizations, or corporations interested in furthering the objectives of the Federation.

10. Membership in the Federation shall be granted in five (5) distinct categories, as approved by the Board. Those categories are: Regular or Club, Affiliate, Individual, Regional Association and Honourary. All members have the responsibility to promote the purpose of the Federation.

11. Only Regular Members (Clubs) and Regional Associations shall be eligible to vote at annual general, general and special general meetings.

12. Regular Members are known as "Clubs". They are organized Canadian non-profit recreation groups of individuals interested in volkssports, i.e. "Volkssporters", whose applications for membership have been approved by the Board of Directors following receipt of the required fee and documentation, as requested. Regular membership is renewable annually by payment of the required fee by January 1st each year. The membership making up these clubs vote for a Club President who then represents the club in Federation affairs and voting at Federation meetings. In the event that a vote is not held to elect a Club President or a vacancy is otherwise created, the club(s) may designate a member, a Club Designate, to act on the clubs behalf in Federation affairs and voting at Federation meetings. Each club may make their own bylaws and rules in conformity with those of the Federation and any applicable provincial or federal legislation. If the Club President or the Club Designate cannot attend a meeting of the Federation, he or she may designate a proxy to vote on his or her behalf.

13. Affiliate Members are known as “Affiliates”. They comprise private commercial or public organizations (e.g. recreational travel enterprises), and non-Canadian Volkssport organizations whose primary purposes are compatible with those of the Federation. Interested organizations may apply to the Board of Directors for membership in this class by submitting the required fee and documentation. Affiliate membership is renewable annually by payment of the required fee by January 1st each year.

14. Individual Members are known as “Volkssporters”. Membership is open to all individuals interested in volkssports. Where clubs exist, individuals are encouraged to join these clubs and participate in the business of the Federation through the club. Where no clubs exist, individuals may receive individual membership recognition upon application and payment of the required fee as set by the Board of Directors.

15. Regional Associations are unique categories of Federation membership granted to Volkssport organizations or corporations formed pursuant to the Federation bylaws and the governing provincial or federal legislation and at the request of the majority of clubs situated within a geographic region. Once the aforementioned majority has voted to form a Regional Association that Regional Association shall be recognized as a voting member of the Federation. Regional Association membership is renewable annually by payment of the required fee by January 1st each year. For Federation voting purposes the Regional Association President is elected by its membership. Thereafter the Regional Association President shall represent and vote for the Regional Association at Federation meetings. If the Regional Association President cannot attend a meeting of the Federation he or she may designate a proxy to vote on his or her behalf.

16. Honourary Members are persons, groups or organizations on whom the Board of Directors have by resolution conferred this special category of membership for a specified period in recognition of their support and assistance to the Federation. Honourary members are not subject to payment of fees.

17. There shall be membership fees or dues set, from time to time, by the Board of Directors.

TERMINATION AND TRANSFER OF MEMBERSHIP

18. Any member may withdraw from the Federation by delivering to the Federation a written resignation and providing a copy of the same to the secretary of the Federation.

19. Membership may be terminated or suspended by the Board of Directors for just cause, which is to be determined in the Board of Directors sole discretion. A decision to terminate or suspend membership may be appealed to the Board of Directors for reconsideration by the affected member.

20. Under ordinary circumstances, membership in any category is not transferable.

21. Under exceptional circumstances, where transfer of membership may be viewed as being in the best interests of the Federation a request for transfer may be considered by the Board, provided the recipient of the transfer has connections with the Federation.

22. If a member who is required to pay an annual fee by January 1st of a given year does not, their membership is at an end and they can only revive their membership upon payment of the required fee.

MEETINGS

23. The annual or any other meeting of the members may be held at the head office of the Federation or at any place in Canada as the Board of Directors may determine and on such day as the Board of Directors shall appoint.

    The annual or any other meeting of the members may be held by teleconference, provided that either:

    1. a majority of the members consents to meeting by teleconference, or
    2. at a meeting of the members of the corporation, members have passed a resolution approving meetings by teleconference.

24. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors, the President, or Vice-President shall have power to call, at any time, a general meeting of the members of the Federation. The Board of Directors shall call a general or special general meeting of members on written requisition of members carrying five percent (5%) of the voting rights.

25. A quorum at any meeting of members (unless a greater number of members are required to be present by the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

26. Sixty (60) days written notice shall be given to each voting member of any Annual General Meeting or twenty-one (21) days written notice of any general or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the voting member that he has the right to vote by proxy. Notices shall be sent by mail, courier, email or personal delivery.

27. Business items of major importance introduced as resolutions for debate and discussion must be presented in writing to the Federation President or Secretary no later than ninety (90) days prior to the date of the meeting for inclusion in the Agenda.

28. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Federation shall invalidate such meeting or make void any proceedings taken. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Federation.

VOTING OF MEMBERS

29. At all meetings of members of the Federation, every question/resolution shall be determined by a majority of votes unless otherwise specifically provided by statute or by these bylaws. In the case of a "Tie Vote" the motion will be recorded as defeated.

30. The Board of Directors may request the authority/advice from the members at any time outside any meeting. A resolution in writing shall be mailed to all voting members and shall be determined by a majority of votes unless otherwise provided by statute or by these bylaws.

31. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a current member of that Club or the Club may give their proxy to their Regional Director. In the case of Regional Associations, the proxy holder must be a member of the Regional Associations' Executive. The Federation President, while acting as Chair of a general meeting, is disqualified from holding any proxy and is therefore ineligible to vote.

BOARD OF DIRECTORS

32. The property and business of the Federation shall be managed by a Board of a maximum of eight (8) Directors, of whom five (5) shall constitute a quorum. Membership of the Board of Directors must consist of one Director from each Region of: British Columbia, Alberta, Saskatchewan/Manitoba/ Northern Territories/Nunavut/Yukon, Ontario, Quebec and Atlantic Canada as well as the President and the Vice-President of the Federation. If a Director's position is not or cannot be filled, for whatever reason, the number of Directors will be decreased accordingly and so will be the quorum in order to always keep a simple majority of half plus one.

33. The Regular Member clubs in each region shall determine their representative to the Board of Directors by holding a vote. Voting for the regional directors may take place at the Federation Annual General Meeting or prior to the Federation Annual General Meeting at the Annual General Meeting of a Regional Association or, in those regions that do not have a formal Regional Association, at a regional meeting of the Regular Members. The President and Vice-President shall be elected at a Federation Annual

General Meeting of members who are entitled to vote. All newly elected Board members will take office immediately following the Federation Annual General Meeting.

34. Directors for any specific position shall be elected for a term of two (2) years, to a maximum of three terms.

35. The office of the Director shall be automatically vacated:
    (a) if a Director resigns from his office by delivering a written resignation to the secretary of the Federation;
    (b) if he is found by a court to be of unsound mind;
    (c) if he becomes bankrupt or suspends payments or compounds with his creditors;
    (d) if, at a special general meeting of members, a resolution is passed by three-quarters (3/4) of the members present at the meeting that he be removed from office for just cause;
    (e) on death.

    Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may, by resolution, fill the vacancy with a member in good standing of the Federation until the conclusion of the next Annual General Meeting, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous Annual General Meeting of members

36. Meetings of the Board of Directors shall be held at any time and place to be determined by the Directors, providing that at least seven (7) days notice of such a meeting shall be sent in writing to each Director. In the event that notice of meeting is sent by mail, there must be at least fourteen (14) days notice of such meeting. No error or omission in giving notice of any meeting of the Board of Directors of the Federation shall invalidate such meeting or make void any proceedings taken. Any Director may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken. Such meetings may, by consent of all the Board of Directors, be conducted by way of a conference telephone call or other audio communications.

37. The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any Director from serving the Federation as an officer or in any other capacity and receiving compensation therefore and provided further that any Director, who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Federation.

38. A retiring Director shall remain in office until the dissolution and adjournment of the Federation meeting at which his retirement is accepted. Incoming Directors shall commence duties immediately following adjournment of the Annual General Meeting.

39. The Board of Directors may appoint such agents and engage such employees as shall be necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

40. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next General Meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

MINUTES OF BOARD OF DIRECTORS MEETINGS

41. Copies of the minutes of each Board of Directors meeting shall be distributed electronically or by the most efficient means to all Federation Directors, Officers and voting members within thirty (30) days of the meeting.

INDEMNITIES OF DIRECTORS AND OTHERS

42. Every Director and/or Officer of the Federation or other person who has undertaken or is about to undertake any liability on behalf of the Federation or any company controlled by it and its heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Federation, from and against:

    a) all costs, charges and expenses which such Directors, officers or other liable person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

    b) all other costs, charges and expenses which he sustains or incurs or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

DUTIES OF DIRECTORS

43. Directors shall:

    a) promote the objects of the Federation;
    b) uphold the Bylaws and Rules and Regulations of the Federation;
    c) represent the interests of the Federation in their area of responsibility;
    d) work with a Regional Association, where applicable, to achieve membership growth;

e) promote membership growth including new clubs and revival of dormant clubs;
f) resolve, when possible, conflicts with the Rules and Regulations of the Federation;
g) negotiate solutions to event-scheduling problems;
h) monitor the standards of sanctioned Volkssport events conducted by clubs;
i) conduct an ongoing program to sponsor Year-Round/Seasonal Events in selected parts of the Region to stimulate public interest in the development of new Clubs.

POWERS OF DIRECTORS

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

45. The Directors shall have power to authorize expenditures on behalf of the Federation from time to time and may delegate by resolutions to an officer or officers of the Federation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Federation in accordance with such terms as the Board of Directors may prescribe.

46. The Board of Directors shall take such steps as they may deem requisite to enable the Federation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever solely for the purpose of furthering the objects of the Federation.

COMMITTEES

47. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties and terms of reference of such committees and may fix any remuneration to be paid.

OFFICERS

48. The officers of the Federation shall be the President, Vice-President, Immediate Past President, Secretary and Treasurer. Any two offices may be held by the same person with unanimous consent by resolution of the Board of Directors. Officers need not be Directors.

49. The President and Vice-President shall be elected at an Annual General Meeting of members. The Secretary and Treasurer shall be appointed by resolution of the Board of

Directors at the first meeting of the Board of Directors following an Annual General Meeting of members.

50. The appointed officers of the Federation shall hold offices for one (1) year from the date of appointment or until their successors are appointed in their place. Appointed officers shall be subject to removal for just cause by resolution of the Board of Directors at any time.

DUTIES OF THE OFFICERS

51. **The President** shall be the chief executive officer of the Federation. He shall:
    a) give notice of and chair all general meetings and meetings of the Board and the Executive Committee to monitor and maintain an ongoing up-to-date awareness of the activities of all Federation and Regional programs;
    b) act as the principal functionary of the Federation, including attendance at the IVV Presidium and Congress of Delegates, as required;
    c) convene ad hoc committees, appoint members, and issue specific Terms of Reference for each, including reporting requirements, on the advice of the Board and the Executive Committee;
    d) participate as an ex officio member of ad hoc committees, as appropriate;
    e) present a Presidential report at each Annual General Meeting.

52. **The Vice-President and Deputy CEO** shall:
    a) carry out the duties of the President during his absence or unavailability;
    b) participate as Vice Chair at all general meetings, at meetings of the Board and the Executive Committee;
    c) assume responsibility for membership development and growth;
    d) direct the Federation publicity programs;
    e) perform other related duties;
    f) prepare an annual report.

53. **The Immediate Past President** shall:
    a) attend meetings of the Executive Committee;
    b) contribute advice on possible ways and means to address current issues and to avoid potential problems in future;
    c) ensure Bylaws and Rules and Regulations are kept current and revised as necessary;
    d) act as chair of the Nominating Committee.

54. **The Secretary** shall:
    a) ensure that the Minutes of the Board, Executive Committee and general meetings are fully and accurately transcribed, appropriately distributed, and filed for safe keeping and ready access;
    b) prepare draft amendments to Federation Bylaws and Rules and Regulations for the Board and the Executive, as directed;
    c) arrange for legal advice to the Board and the Executive as directed;

d) ensure official correspondence and documents are prepared for appropriate signature(s) as requested by the Board or the Executive;
e) perform other such duties as may from time to time be directed by the Board of Directors.

55. **The Treasurer** shall:
a) maintain complete, accurate books of accounts to record all financial transactions;
b) promptly deposit all cash, cheques, drafts, securities and other valuable effects received, to the credit of the Federation at the appropriate financial institution(s);
c) examine all invoices received for validity and insure timely payment as appropriate;
d) in collaboration with the Material Manager and other Officers, conduct an annual accounting of Federation Assets and Materials held;
e) provide financial advice and copies of periodic financial statements to the Board and/or the Executive;
f) collaborate with the Board and members of the Executive, in the preparation of the Budget for the next Fiscal Year;
g) present the documents comprising the Financial Report for the past Fiscal Year to the Membership at each Annual General Meeting.

AMENDMENT OF BYLAWS

56. Subject to paragraph 57 below, the bylaws of the Federation may be made, replaced, repealed or amended by a majority of the Directors at a meeting of the Board of Directors.

57. A vote of not less than two-thirds (2/3) of the members of the Federation is required to repeal, replace or amend Federation bylaws dealing with conditions of membership, notice of meetings to members who are entitled to vote at the meeting, transferability of membership, and absentee proxy voting. Notice of proposed changes to the bylaws shall be sent to all members with the notice of the annual general, general or special general meeting.

AUDITORS

58. The voting Federation members shall, at each Annual General Meeting, appoint an Auditor to audit the financial accounts of the Federation and report findings to the members at the next Annual General Meeting. The Auditor shall hold office until the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

RULES AND REGULATIONS

59. The Board of Directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the Federation as they deem expedient, provided that such rules and regulations shall have the force and effect only until the next Annual General Meeting of the members of the Federation when they shall be confirmed and failing such confirmation at such Annual General Meeting of the members, shall at and from that time cease to have any force and effect.

RULES OF ORDER

60. The rules contained in "Robert's Rules of Order – Newly Revised" shall govern the Federation in all cases to which they are applicable and in which they are not inconsistent with the bylaws of the Federation.

EFFECTIVE DATE

61. Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 3rd day of Feb, 2013 and confirmed by the members of the Corporation by special resolution on the 7th day of April, 2013.

Dated as of the 9th day of May, 2013.

ORIGINAL SIGNED BY:

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Ethel Hansen, President

ORIGINAL SIGNED BY:

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Gord Bell, Vice-President