



**Confederation of Canadian Wushu Organizations  
GENERAL BY-LAW**

A By-Law relating generally  
to the organization and the  
transaction of the affairs of the  
Confederation of Canadian Wushu Organizations

Approved at AGM January 7<sup>th</sup>, 2007

**NOTE:** This consolidated copy of the General By-Law reflects the most recent amendments sanctioned by the General Membership of the Confederation of Canadian Wushu Organizations, January 7, 2007.

**CONFEDERATION OF CANADIAN WUSHU ORGANIZATIONS  
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RECITALS

WHEREAS

1. The Confederation of Canadian Wushu Organizations ('CCWO') is the National Sports Federation ('NSF') representing the sport of WUSHU in Canada duly recognized as such by the International Wushu Federation ('IWuF') the Pan American Wushu Federation ('PAWF') and the Canadian Olympic Committee ('COC'), and in this capacity belongs to the Olympic and International Wushu Movement.
2. The CCWO is obliged by the IWuF and COC Charter to send and enter athletes in the Games of the International Wushu Movement.
3. The CCWO is responsible for the behavior of members of the Canadian delegations at sanctioned International Wushu Games.
4. The CCWO by the enactment of this By-Law undertakes:
  - (a) to respect the provisions of the IWuF and COC Charter, as provided herein, and the Anti-Doping Code as specified by the IWuF and COC, and to abide by the decisions of the IWuF and the COC;
  - (b) in accordance with its mission and role as set forth in the IWuF and COC Charter, to participate in actions to promote peace, equity and to promote participation in sport;
  - (c) to support and encourage the promotion of sports ethics, to fight against doping and to demonstrate a responsible concern for environmental issues.
5. The mission of the CCWO as Canada's NSF and as set forth in the IWuF and COC Charter is to develop and protect the Olympic Wushu Movement in Canada, in accordance with the IWuF and COC Charter.
6. In order to fulfill its mission, the CCWO may cooperate with governmental and nongovernmental bodies, but it is committed to never associate itself with any activity, subject to its By-Laws, which would be in contradiction with the IWuF and COC Charter.
7. The CCWO was incorporated under the laws of Canada by letters patent dated 30 May, 2002, and is a corporation without share capital which is subject to the Canada Corporations Act.
8. The role of the CCWO, as expressed by its objects set forth within is:
  - (a) to arouse and maintain the interest of the people of Canada in, and to obtain their support of, creditable and sportsmanlike participation and representation of Canada in the International Wushu Movement;
  - (b) to develop and protect the Olympic and International Wushu Movement and amateur sport in Canada and to establish and operate programs in furtherance thereof;
  - (c) to stimulate the interest of the people, particularly of the youth of Canada, in healthful, physical, moral and cultural education through sportsmanlike participation in competitions in accordance with the rules of the sport;
  - (d) to propagate the fundamental principles of Olympism within the framework of sports activity and otherwise contribute, among other things, to the diffusion of Olympism in the teaching programs of physical education and wushu in schools and university, public and private establishments and, in this regard, assist in the training of Wushu coaches and administrators;

(e) to see to the creation of institutions which devote themselves to Wushu education, and to encourage and promote the establishment and activities of Provincial Wushu Associations, Non-Profit and For-Profit Organizations and cultural programs related to the International Wushu Movement;

(f) to exercise exclusive jurisdiction, either directly or through its constituent members or committees, over all matters pertaining to the participation of Canada in the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, including the representation of Canada in such Games, and over the organization of the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, when celebrated in Canada; and, in furtherance of such participation and organizing activities, to comply with and enforce the governing rules, regulations and By-Laws of the International Wushu Federation and Canadian Olympic Committee relating thereto;

(g) to constitute, organize and lead the Canadian delegation at the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, and in furtherance thereof to select and obtain for Canada the most competent representation possible in the competitions and events of the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF;

(h) to provide financial assistance, as the CCWO may in its sole discretion determine, to such entities or persons, as the CCWO deems appropriate, in the development and selection of competitors for the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF;

(i) to ensure the observance of the IWuF and COC Charter in Canada, except to the extent such would be in contravention of the applicable laws of Canada and/or any of its provinces or territories;

(j) to take action against any form of discrimination (defined by the COC Charter as discrimination on grounds of race, religion, politics, sex or otherwise) and violence in sport;

(k) to fight against the use of substances and procedures prohibited by the COC or, as applicable, the International Wushu Federation;

(l) to work to maintain harmonious and cooperative relations with appropriate governmental bodies, always ensuring however that the CCWO preserves its autonomy and resists pressures of any kind, including those of a political, religious or economic nature, that may prevent it from complying with the IWuF and COC Charter;

(m) to designate which city, if any, may apply to organize World Championships, Pan American Championships, and any other Regional, National or International Wushu competitions patronized by the IWuF in Canada; and

(n) to seek and accept donations, gifts, legacies and devises in furtherance of its corporate purposes.

9. The CCWO wishes to pass a General By-Law relating to the organization and transaction of its affairs. BE IT ENACTED as a By-Law of the CCWO as follows:

## **ARTICLE I INTERPRETATION**

### **1. DEFINITIONS:**

In this By-Law and all other By-Laws of the CCWO, unless the context otherwise requires the following definitions shall apply:

- a) "Corporation" means Wushu Canada (CCWO);
- b) 'Act' means the Canada Corporations Act and any act that may hereinafter be substituted therefore, as from time to time amended;
- c) "Board" and/or "BOD" means the Board of Directors of the Corporation;  
The Board manages the CCWO's affairs. Its primary areas of responsibilities are establishing the CCWO's vision, mission, values and direction, monitoring the progress of the CCWO toward its stated goals, and setting the overall policy and strategic objectives. Within these areas of responsibilities the Board approves the strategic and financial plan for each quadrennium, the annual plan and budget, the CCWO financial statements and the Auditors' report, and selects BID Cities to go forward on behalf of the CCWO and its' membership. The Board is accountable to the Membership.
- d) "Officers" or "Executive Officers" means the President, the First Vice - President, the Second Vice-President, the Chairman, the Secretary General, and the Treasurer of the Corporation; The Officers of the corporation are members of the "EC" or Executive Committee which also includes; the Canadian Olympic Committee Representative, 1 (one) Coaches' Representative, 1 (one) Athletes' Council Representative, 1 (one) Funding Foundation Representative and 2 (two) additional Executive Committee Members elected from any sub-committee of the corporation. The EC is accountable to the Board of Directors.
- e) "General Meeting" or "AGM" or "Meeting of Members", means an Annual General Meeting of all Members of the Corporation, as provided by these By-Laws;
- f) "General Member" means each member of the Corporation whether a Voting Member, Non-Voting Member, an Associate Member, an Individual Member or an Honorary Member as provided by these By-Laws;
- g) "Directors-at-Large" means the Directors of the Corporation who are not Executive Officers but occupy positions on the Board of Directors of the Corporation;
- h) "Provincial Member" or "Provincial Organization Member" means the organization which the Corporation recognizes in accordance with these By-Laws as governing the sport of wushu in each of the Provinces and Territories of Canada; and represents the members of that Province or Territory in the Board of the CCWO;
- i) "Organization Member" means the non-profit corporate body which represents a group of associated members beneath it;
- j) "Club/School Member" means any for-profit corporate or registered body which represents itself as one which offers Wushu related programs with similar visions and goals of the CCWO;
- k) "Recreational Athlete Member" means any athlete involved in a CCWO recognized Organization or Club/School Member that offers a Competitive or Recreational Program that may, or may not be aspiring for National Team and International competition on behalf of Canada;
- k) "Competitive Athlete Member" means any Athlete involved with CCWO related activities aspiring for National Team and International competition on behalf of Canada;

l) "National Team"

Men's: Senior, Junior and Pan American, World and Olympic levels

Women's: Senior, Junior and Pan American, World and Olympic levels

Men's and Women's Traditional Wushu Team

m) "Associate Member" means any membership accepted into Wushu Canada (CCWO) whether organizations or individuals whose objectives include the promotion and development of Wushu, but do not fall under any of the other membership classes.

## **2. GENERAL**

In this By-Law and all other By-Laws and resolutions of the Corporation, the word person shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities. Words imparting the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.

## **ARTICLE II BUSINESS OF THE CORPORATION**

### **3. HEAD OFFICE**

Subject to change by By-Law, the Head Office of the Corporation shall be situated in the city of Toronto, in the Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

### **4. CORPORATE SEAL**

The seal, an impression whereof is imprinted adjacent hereto, shall be the Corporate seal of the Corporation.

### **5. FINANCIAL YEAR**

The financial year of the Corporation shall be January 1<sup>st</sup> to December 31<sup>st</sup> of the following year.

### **6. BANKING ARRANGEMENTS**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank or banks, or trust company or trust Companies, as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

### **7. AUDITOR**

The auditor of the Corporation shall be appointed each year at the General Meeting. They must have the necessary qualifications to perform an audit and be independent of the Corporation.

#### **Responsibilities:**

- to express an opinion on the fairness with which they present the financial position
- to report results of operations and changes in financial position
- to make suggestions as to the form and content of the financial statement
- to comply with generally accepted auditing standards to seek reasonable assurance that the financial statements taken as a whole are not materially misstated.

### **8. EXECUTION OF INSTRUMENTS**

Contracts, documents or instruments in writing requiring the signature of the Corporation provided they are pre-approved in the minutes of the corporation by the majority of the board of directors, may be signed by any two (2) Officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Whereas only one (1) signature is required pertaining to specific documents relating to the daily

operations of the corporation including but not limited to participation of events and representation of the corporation in non-financial contracts passed by the resolution of the BOD. The Board shall have power from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing.

a) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.

b) The term *contracts, documents and instruments in writing* as used in this By-Law shall include, but is not limited to, deeds, transfers, licenses, documents, and engagements.

#### **9. ENACTMENT, AMENDMENT, AND REPEAL OF BY-LAWS**

By-Laws of the Corporation may be enacted, and the By-Laws repealed or amended by a two-thirds majority of persons present having the right to vote at a General Meeting and, provided that any amendments of By-Laws not enacted in Letters Patent or Supplementary Letters Patent shall not be endorsed or acted upon until the approval of the Minister has been obtained.

#### **10. OFFICIAL LANGUAGES**

The official languages of the Corporation shall be English and French.

### **ARTICLE III MISSION STATEMENTS**

#### **11. WUSHU CANADA (CCWO) MISSION, VISION, VALUES AND BELIEFS AND CORPORATE GOALS AND MISSION**

CCWO, through its Provincial/Territorial members, is a federation of clubs which has as its mission to:

Promote and provide positive and diverse Wushu experiences through the delivery of comprehensive quality Wushu programming by:

- Leading the Canadian Wushu system
- Directing High Performance programs in the pursuit of international excellence
- Guiding the development of national programs at all levels

#### **VISION OF WUSHU**

We envision a future where:

1. Wushu is a multi-discipline sport providing the opportunity of participation and promoting fitness, well-being and social values at all levels of interest and ability, regardless of age, from recreation to high performance.
2. The full potential of its diverse disciplines is maximized
3. The integrity and specificity of its diverse disciplines is preserved
4. Other martial arts related activities/disciplines with similar attributes are developed and promoted.
5. Wushu and the Chinese martial arts is a major sport in Canada practiced in a safe and technically sound environment.

#### **VISION OF WUSHU CANADA (CCWO)**

We envision a future where we:

1. Provide an appropriate infrastructure at all levels of the organization with clear roles and responsibilities demonstrating/providing:
  - That a co-operative and integrated approach among all members is possible and can be successful:
  - Opportunities for leadership development at provincial, national levels and beyond
2. Stimulate dreams and provide opportunities
3. Maintain safe and positive Wushu learning environments
4. Provide quality of coaching & officiating
5. Provide challenging and accessible Wushu performance opportunities for the participants

6. Provide entertaining and captivating Wushu experience for its audiences
7. Develop programs and services which are market-driven by the needs of the clubs and participants and led by the expertise and energy of certified coaches
8. Consolidate the primary target markets which are:
  - Parents and their children;
  - Athletes with desire and talent and their parents;
  - People seeking physical activity and/or volunteer opportunities;
  - General public
9. Nurture the full potential of all members.
10. Promote Wushu as a life long activity and lifetime career.
11. Recognize the contribution of competent coaches, educators, officials, administrators and volunteers to the success of the development of the sport.
12. Promote and provide a unique and positive Wushu "Brand" identity.
13. Develop and promote quality standards in order to better position the Wushu Canada (CCWO) Brand of Wushu.

### **VISION OF THE ATHLETE**

- All participants will have the opportunity to develop to their level of potential and or interest
- Athletes are committed to achieving personal goals and respecting the highest standards of excellence.
- Athletes enjoy participating in the activity of Wushu for its own sake
- Athletes accept their role in promoting ethics and values in sport.
- Athletes demonstrate qualities such as desire, dedication, determination and discipline.
- Athletes promote our sport and act as ambassadors and role models.
- Athletes respect the role and contribution of their coaches and other support personnel.
- Athletes have appropriate opportunity to participate in the process of decision-making.

### **VALUES AND BELIEFS**

Wushu Canada (CCWO) believes in the following values:

1. We believe in "INTEGRITY THROUGH ACTION"
  - I. EQUITY AND ACCESS;
  - II. THE QUALITY OF THE WUSHU EXPERIENCE;
  - III. HONESTY, TRUST, RESPECT, AND FAIRPLAY;
  - IV. ACHIEVEMENT AND EXCELLENCE;
 Integrity is demonstrated by:
  - I. COMMITMENT;
  - II. CONSISTENCY, AND;
  - III. CO-OPERATION;
2. We believe in a team approach, which values:
  - I. WORKING TOGETHER TO ACHIEVE ECONOMIES OF SCALE TO MAXIMIZE THE BENEFITS FOR ALL
  - II. ENSURING FLEXIBLE IMPLEMENTATION WITHIN THE COMMUNITY FRAMEWORK TO MEET DIVERSE NEEDS
3. We believe in a positive, nurturing, constructive approach, which strives to help our individual members, clubs, Provincial/Territorial organizations, and our National Federation achieve their aspirations, and fulfill their dreams and potential.
4. We believe in being athlete/participant centered to focus on meeting their needs.

### **CORPORATE GOALS**

Wushu Canada (CCWO) is committed to the advancement of Wushu in Canada and aspires:

1. To enable athletes to achieve performance excellence at the International level
2. To lead the development of Wushu programs to enable participants to achieve their full potential

3. To implement a system of integrated educational programming that will provide participants with quality coaching and officiating.
4. To increase our general membership.
5. To promote participation in Wushu as a life long pursuit.
6. To enhance partnerships for effective program delivery
7. To ensure the long-term financial viability and effective management of Wushu Canada (CCWO)
8. To promote a positive image of Wushu in Canada

## **ARTICLE IV MEMBERSHIP STRUCTURE**

### **12. Membership Types**

- **Athlete Members: Recreational / Competitive**
- **General Members: Judges / Coaches / Volunteers**
- **Organization Members: Provincial / Non-Profit / For-Profit / Provisional**
- **Associate Members: Lifetime / Honorary / Affiliated**

All membership except for Provincial Organizations "CLASS N" Members is automatic via membership in a respective Provincial Organization; Persons may apply for membership directly through the CCWO if that persons' residing Province does not occupy a Provincial CLASS N representative organization.

### **13. Voting Rights:**

**Athlete Members: Competitive Athlete Members**

**General Members: Judge Members / Coach Members**

**Organizational Members: Provincial / Non-Profit / For-Profit Organizations**

**Non-Voting Members:**

**Athlete Members: Recreational Athletes**

**General Members: "General" Volunteer Members, Parent Members, Observation Members**

**Organizational Members: Provisional Members**

**Associate Members: All**

### **14. VOTING & NON-VOTING ATHLETE MEMBERS:**

**Voting Member CLASS A Competitive Athlete Member;**

may be voted into Athletes' Council or other relative sub-committee via the general membership; two athlete council representatives are seated on the Board of Directors and one is appointed via the BOD to the EC.

**Non-Voting CLASS B (Recreational) Athlete Member;**

any participating athlete seeking participation in CCWO sanctioned events and programs that applies for a non-voting membership in the CCWO without interest in participating in executive committee or BOD roles.

#### **14.01 VOTING & NON-VOTING General Members**

##### **Voting Member CLASS C Judge Members;**

members are appointed directly into the Judges' Council and may be voted via general membership into the Technical Committee or other relative sub committee; 1 (one) Judges' Council representative is seated on the BOD; and may be voted via the BOD to the EC.

##### **Voting Member CLASS D OPEN for future use;**

##### **Voting Member CLASS E OPEN for future use;**

##### **Voting Member CLASS F Coach Member;**

members must operate a program in which the coach has under their guidance at least one (1) registered CLASS A member.

**Stipulations:** may be voted into the BOD via general membership; 1 (one) Coaches' representative is seated on the BOD this may comprise of any Class F, G or I member.

##### **Voting Member CLASS G Traditional Program Coach;**

same stipulations as Class F members; must operate a program in which the coach has under their guidance at least one (1) registered CLASS A or B member; must be a recipient of at least a level 6 Degree as recognized by the CCWO Achievement Awards Certification Program.

##### **Voting Member CLASS H OPEN for future use;**

##### **Voting Member CLASS I Junior Wushu Development Program Coach;**

Must be registered under the Junior Wushu Development Program accredited by the CCWO. Same stipulations as Class F and G members

##### **Non-Voting CLASS J OPEN for future use;**

##### **Non-Voting CLASS K Volunteer Member, Parent Member, Observation Member;**

Any non-paid or staff or other general member of Wushu Canada (CCWO) applying for non-voting membership. Members may apply for positions on sub-committees and may be elected through sub-committees to the BOD; CLASS K General Members are NOT eligible to vote at the AGM.

#### **14.02 VOTING & NON-VOTING Organization/Club Members**

##### **Voting Member CLASS L Non-Profit Organization Member;**

Appointed representatives of Non-Profit Organizations registered under the Canada Corporations Act NOT designated as a Provincial representative organization;

**Non-Voting CLASS M Non-profit or For-Profit Provisional Member;**

Appointed representatives of any school or club registered under provincial or federal law as a Wushu organization that applies for a non-voting membership in the CCWO.

**Voting Member CLASS N Non-Profit Organization Member;**

Appointed representatives of Non-Profit Organizations registered under the Canada Corporations Act; Appointed membership into the BOD as an official Provincial representative; limited to one member per province with priority given to those organizations recognized by its' Provincial Ministry of Sport (Health); membership may only be approved at the "General Meeting". Appointees of Provincial Representative Organizations will be provided voting values on the BOD of the Corporation based on Section 19 of the General By-laws.

**Voting Member CLASS O For-Profit Organization (Club) Member;**

Appointed representatives of For-Profit Organizations, Clubs and Schools registered under the Canada Corporations Act or recognized business registry applying for a voting membership in the CCWO.

**14.03 NON-VOTING CLASS P ASSOCIATE MEMBERS**

The Associate Members of the Corporation are:

- a) Registered members (athletes, judges, coaches, other contributors); without occupation of any other membership type as granted by these by-laws
- b) Life members (persons who have been granted this title in recognition of their contribution to and promotion of the sport);
- c) Honorary members (persons or companies who have been granted this title in recognition of their financial contributions);
- d) affiliated organizations (organizations whose objectives include the promotion and development of Wushu); and,
- e) \* non-resident athletes who are Canadian citizens and whose applications for Associate Membership have been accepted by the "Board" shall pay their annual fee to the Corporation.  
(\*this class of membership is only available to those athletes who are otherwise ineligible for membership in a Provincial or Territory Organization).

**Associate Member:**

- Life members must be granted the title of life member by resolution of the Board;
- Honorary members shall be appointed annually by the Board;
- An affiliated organization shall be appointed by the Board and be accepted by the majority of the voting members at the General Meeting.

**15. CONDITIONS OF MEMBERSHIP ADMISSION**

a) Membership Responsibility:

- 1) Any individual member who accepts membership in the Corporation shall be deemed to have undertaken to abide by the provisions of the By- Laws and procedures of the Corporation.

Any individual member who assumes the responsibility role of executive, director or committee member must abide by the responsibilities as indicated in that position. If that member fails to commit or comply with those responsibilities, the BOD retains the right to revoke the title of that position.

- 2) Each Organization Member shall submit to the Corporation:

- (i) a statement of the members of the Voting Member's Province as at August 31 of that membership year in such detail as the Board shall direct;
- (ii) a statement setting out the names and addresses of the officers of the Voting Members for each year; and
- (iii) such other information as the Board may from time to time require.

b) Admission of Members

1) **Duration** – membership is accorded on an annual basis, and all Members will be invoiced annually for membership.

2) **Admission** – No individual or organization will be admitted as a Member unless:

- i) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- ii) The candidate member has been approved as a member by the Board or by any committee or individual delegated this authority by the Board;
- iii) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- iv) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of the ceasing to be a Member; and
- v) The candidate member has paid dues as prescribed by the Board.

3) **Failure to be Admitted or Ceasing of Membership** – Where a candidate member is not admitted to membership or is expelled from membership, written reasons will be provided and may include;

- i) personal bankruptcy or suspension of required payments
- ii) candidate member or member has or attains a criminal record

4) **Equality of Members** – All members will be equal before the Constitution and Bylaws of the Corporation and will be free from any political, religious, racial, age or other forms of prejudice.

c) Fees

The membership fee shall be set by the Board and shall be due on the date(s) set by the Board. Changes to the membership fee structure (amounts, schedule of payments, etc.) shall not take effect until ratified by a majority vote of the "Board".

d) Non-Performance

If a Member fails to pay its membership fees in full when due or otherwise fails to abide by the provisions of the By-Laws and the Operational Policy and Procedures of the Corporation, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:

- (i) suspend the voting or such other privileges of such Member, or
- (ii) impose such further or other penalty, including fines and membership suspension as the "Board" may determine.

e) Membership Dues

(i) **Year** - Unless otherwise by the board, the membership of the corporation is the calendar year.

(ii) **Dues** - Yearly membership dues for all categories members will be January 1<sup>st</sup> of every year.

(iii) **Deadline** - Any membership accepted after Aug 31<sup>st</sup> of current year will be provided membership status until the end of the following calendar year. Any membership accepted prior to Aug 31<sup>st</sup> of the current year will be provided membership only until the end of the current calendar year.

## 16. RESIGNATION

All Members' resignations must be sent in writing to the head office of the Corporation. Such resignations shall not take effect until accepted by the Board.

Associate members resignations shall be sent in writing to the appropriate Provincial/Territorial Association/Federation who in turn will forward same to the head office of the Corporation.

## 17. SUSPENSION AND EXPULSION

The Board may suspend or expel any Member (i.e. Provincial/Territorial Association/Federation/Athlete/General) who fails to comply with the regulations of the Corporation and/or whose conduct is considered prejudicial to the Corporation. Any Member who may be suspended or expelled must first be invited by registered letter to present himself before the Board. Such Member will also have recourse to an appeal at a General Meeting with first an application letter to the Board for review.

## ARTICLE V MEETINGS

## 18. COMPOSITION

The General Meeting shall be composed of:

- a) the Officers and Directors at large comprising the Board;
- b) the President of the Organization Members of Provincial and Territorial bodies recognized by the Corporation; or,
- c) Appointed Representatives of the Organization Members appointed by the President of the Provincial and/or Territorial body to attend the meeting.
- d) All other voting and non-voting members of the corporation;  
Voting rights will be in accordance with the Membership Classes of these By-Laws.  
The voting members to the General Meeting must be at least 18 years of age and members of the CCWO in good standing.
- e) Members as organizations, clubs/schools or individuals cannot occupy more than one (1) class of membership at any given time; they can however change their class of membership upon approval by the board if they meet the criteria and requirements of that membership class.

## 19. VOTING RIGHT AND PROCEDURES

### a) General Meeting Principles:

- CCWO values the contributions and input of all of its provincial and territorial (Provincial) members, and recognizes that different size provinces have different needs.
- Recognition of membership numbers should be equitable;
- Each Provincial member shall receive additional votes based on the number of paid members they have registered in the previous year to comprise their vote value (As at August 31<sup>st</sup> of each year).
- All other members shall have one (1) vote per person, organization, club or school.

### Formula:

Each Provincial Organization Member in good standing will receive their vote value based on total number of members as follows:

### **Total Provincial Organization Membership Vote Value per Province/Territory**

001-200	1
201-400	3
401-600	5
601-800	7
801-1000	9

Every Organization Member will receive an additional vote for every 200 individual members in excess of the above chart (or portion thereof) that they register as paid members in the previous year on their membership records.

- b) Voting – Voting privileges at the Annual General Meeting shall be as follows:
  - a) Voting members are entitled to one vote each.
  - c) Provincial Representatives are entitled to vote value as indicated in section 19 of corporation by-laws
  - d) The President shall not be entitled to vote unless there is an equality of votes and a deciding vote is required.
- c) Proxy Voting – A voting member may vote by proxy at an Annual General Meeting or Special Meeting if:
  - a) The proxy is received by the Secretary prior to the start of the meeting;
  - b) The proxy clearly states the date and the specific meeting;
  - c) The proxy clearly states to whom the proxy is given (one proxy per person);
  - d) The person to whom the proxy is given is entitled to vote; and
  - e) The proxy signature matches the signature of the annual registration form.
- d) Scrutineers - At the beginning of each meeting, the Board will appoint three scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- e) Determination of Votes - Votes will be determined by a show of hands unless a recorded ballot is requested by the majority of those Members voting.
- f) Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of the votes of Members present who vote will decide each issue.

## **20. GENERAL MEETING QUORUM**

- 1) A “General Meeting” quorum shall consist of any number of the General Members carrying the right to vote and; at least 1/2 the total Provincial Organization Member bodies must be present;
- 2)
  - a. At the General Meeting (AGM) at least ¾ of the Board of directors must be present along with at least 3 of the 5 Officers of the Corporation; either present in person or by proxy vote.
  - b. Organization members can only assign their proxy to another Organization member. Officers can only assign their proxy vote to another Officer.
  - c. Organization members are allowed to carry only one (1) proxy vote (i.e. only one province/territory may carry the vote(s) for only one (1) other province/territory. As well, Officers are allowed to only carry (1) proxy vote.
  - d. All proxies must be in writing and registered with the Secretary General prior to the meeting.
  - e. All other voting members may vote either by person or by proxy vote; Proxies must be carried only by another member of the Corporation in good standing and is limited to carrying (2) proxies per voting member. General Member votes may be carried by Members of the Board of Directors exclusive of the articles stated in section 20. 2) (a, b, c and d).

## **20. POWERS**

In addition to the powers conferred upon them by law or these regulations, the Members attendance at a General Meeting shall determine the general policies and direction of the Corporation.

## **21. GENERAL MEETING**

The General Meeting of the Corporation shall be held within four (4) months following the end of the fiscal year, on a date and at a location determined by the Board.

## **22. SPECIAL GENERAL MEETING**

A Special General Meeting shall be called at the request of two-thirds of the Board of Directors of the Corporation. Notice of such a meeting must be given by the Board to the General Members and to all the Officers of the Corporation at least fifteen days (15) in advance. Such notice must include the purpose and the objectives, including sufficient information to allow the General Members to make a reasoned decision, as well as the date, time and location of the Special Meeting. In addition, the list of delegates requesting the meeting must reach the head office of the Corporation at least seven days (7) before the meeting.

## **23. NOTICES OF GENERAL OR SPECIAL GENERAL MEETINGS**

Notice of the Meeting must be sent to the Officers and Directors at large, four (4) weeks before the date set for the Meeting; Notice to all other voting members may be delivered via email and through public notices via internet. For Special General Meetings Notices sent must be done so via registered mail.

Notices of either meeting shall include notice of the right of Members to assign and/or hold proxies.

## **ARTICLE VI EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

### **24. COMPOSITION**

The Executive Committee shall be composed of the following 12 members:

President  
First Vice President  
Second Vice President  
Secretary General  
Chairman  
Treasurer  
Canadian Olympic Committee Representative  
Coaches Council Representative  
Athletes Council Representative  
Funding Foundation Representative  
Sub Committee Member  
Sub Committee Member

The Board of Directors shall be comprised of the following members:

- A representative of each Province's official CLASS N Provincial Wushu Organization with priority to those organizations recognized by its' Provincial Governments Sports Ministry;
- Two members of the Athlete council;
- a Coaches representative;
- a Judges representative;
- a Funding Foundation representative and
- 12 other Directors at large who are voting members of the CCWO and who do not represent any of the other sub committee positions,

The Board of Directors currently consists of but is not limited to a total of 17 voting members plus the Appointed Representative of each Province's CLASS N member.

### **25. SELECTION OF THE BOARD AND THE EXECUTIVE COMMITTEE**

- a. The executive committee shall be elected at the General Meeting by the Board of Directors in accordance with the By-Laws of the Corporation

- b. The Board of Directors shall be elected at the General Meeting by the General Membership and in the case of committee representatives shall be appointed to the board by the members of that committee.
- c. Representatives for all sub-committees shall be elected into their committee at the General Meeting. Each respective committee in the presence of the general membership shall recommend their representative to be voted into the BOD if desired by that committee at the General Meeting; if a vacancy remains after the General Meeting, the Board of Directors may appoint a representative to the position in a manner determined by the Board.
- d. The BOD has the right to increase the number of sub committees as deemed necessary and retains the power to dissolve any sub committee with a majority vote of the BOD during a director's meeting.

Sub committees and Councils include but are not limited to:

Athletes Council  
 Coaches Council  
 Judges Council  
 Technical Committee  
 Funding Foundation  
 Production Committee

Representatives of each Provincial Wushu Organization are provided one seat on the Board of Directors; each Provincial appointee will be assigned a voting right to determine the executive committee as indicated in Article V section 19.

## **26. TERM OF OFFICE**

The term of office for the Executive Committee shall be three (3) years and may be extended at each General Meeting. The term of office for the officers shall be for a term not to exceed three (3) years consecutively at any one given position.

The term of office for the Board of Directors shall begin at the close of the General Meeting at which they are confirmed in their appointment or election.

## **27. DIRECTORS MEETINGS**

The members of the Board shall meet as often as considered necessary.

Notice of such meetings shall be provided a minimum of seven (7) days in advance. A quorum for the transaction of business of meetings of the Board shall be a majority of the Directors.

The Directors of the corporation may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference or other electronic medium have been approved by resolution passed by the Board of Directors at a meeting of the Directors of the corporation.

- a) Number of Meetings - The Board will hold meetings when deemed to be necessary.
- b) Call of Meeting - The meetings of the Board will be at the call of the President or by the Secretary on direction in writing from a majority of directors.
- c) Absence – In the absence of the President, his duties may be performed by such other directors as the Board may from time to time appoint.
- d) Notice - Notice of board meetings will be given to all Directors at least thirty (7) days prior to the date of the meeting unless the meeting is held immediately following the annual general meeting of the Corporation.
- e) No Notice- A meeting of the board of directors may be held for any purpose at any time without notice if all members entitled to notice are present in person, or if a quorum is present in person and those absent have provided consent to the meeting being held in their absence.
- f) Quorum - At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.

- g) Resolutions - Unless specified otherwise, questions will be decided by Ordinary Resolution. In the event of a tie the motion is defeated. Voting will be by a show of hands unless a majority of Directors present request a secret ballot.
- h) Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology as determined by the Chair and accepted by a majority of Directors. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.
- i) Written Resolution - A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors is as valid and effective as if passed at a meeting of Directors.
- j) Voting - Unless specified otherwise, each Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution.
- k) Substitute Voting - A director entitled to vote at a meeting of directors may appoint any other member in good standing to attend and act in the same manner with the same power as if the director were present at the meeting if:
- a) The proxy is received by the President or Secretary prior to the start of the meeting;
  - b) The proxy is in writing under the hand of the appointing director or his attorney;
  - c) The proxy clearly states the date and the specific meeting;
  - d) The proxy signature matches the signature of the annual registration form.
  - e) The member only carries one proxy and does not represent more than one director.
- l) Closed Meetings - Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- m) Minutes - The General Secretary will keep minutes of all Board meetings and distribute such minutes to all Directors of the meeting.

All other sub committee meetings shall meet as considered necessary. Notice of such meetings shall be determined by each committee. Resolutions for actions passed by each committee must be ratified by the BOD unless the committees have prior authority documented in the minutes of the board to resolve that action.

## **28. POWERS**

The Board shall exercise all the powers which are conferred upon it by law or these By-Laws. It shall fulfill the duties and responsibilities given it at the General Meeting. It shall be responsible for establishing and regulating committees and/or commissions and for evaluating the permanent employees of the Corporation. The Board may; from time to time, borrow funds and may pledge any assets allowed by law, in order to ensure payment of loans or other Corporation debts.

## **29. DIRECTOR VACANCIES**

The office of Director shall be automatically vacated;

- a) if a director shall resign his office by delivering a written resignation to the Secretary of the Corporation as a member;
- b) if at a Special General Meeting of members a resolution is passed by three-quarters of the members present at the meeting that he/she be removed from office;
- c) on death; or, provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may by resolution fill the vacancy with a person in good standing on the books of the Corporation.
- d) All vacancies shall be filled by the Board which may, however, continue to function despite a vacancy, if a quorum is present.

### **30. REMUNERATION OF DIRECTORS**

Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each AGM or Special Meeting of the Board.

### **31. RESTRICTION**

Full or part time employees of the Corporation cannot sit on the Board; only paid voting or elected members of the Corporation may sit on the Board.

### **32. Sub Committees**

a) Sub Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these Bylaws.

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

c) Chairs – The Board of Directors will appoint a Chair for each Committee.

d) Quorum - A quorum for any committee will be the majority of its voting members.

e) Vacancy - When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in the Corporation's policies and procedures.

f) Removal - The Board may remove any member it has appointed to any committee.

### **33. Conflict of Interest**

Conflict of Interest - A Director, Officer, Executive Committee member 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 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.

## **ARTICLE VII EXECUTIVE OFFICERS AND DIRECTORS**

### **34. OFFICERS**

The 6 (six) Officers of the Corporation shall be the President, the First Vice-President, the Second Vice-President, the Chairman, the Secretary General, the Treasurer and such other Officers as the Board may determine from time to time.

a) The Officers of the Corporation shall be elected by the Board of Directors and shall be elected based on a majority vote of the Board of Directors at the General Meeting.

b) The Board of Directors shall be elected by the General Voting membership and, upon election shall be the Directors of the Corporation.

c) The Provincial Organization Members who are not recognized by its' Provincial Governments Sports Ministry will be voted into the Board of Directors via the General Membership.

d) Sub Committee Representatives are elected to the Board of Directors via nomination by its respective committee and elected by the general membership at a AGM or ratified by the BOD at a directors meeting.

e) Sub Committee and Council Members are voted into position during the AGM of each year, subsequent members may be added by the majority vote of each committee but must be ratified by the BOD.

### **35. REMOVAL OF OFFICERS and DIRECTORS**

- a) An Officer may resign by delivering a written resignation to the Secretary General of the Corporation.
- b) An Officer may be removed from office if at a Special General Meeting, a resolution is passed by three-quarters of the members present that he/she be removed from office.
- c) A vacant Officer position may be filled by a member of the Board.
- d) As the position of Provincial Organization Member is a membership based voting position the removal shall be subject to the terms and conditions of said Provinces Ministry recognition and then the general vote.

### **36. REMUNERATION**

Officers and members as such, shall not receive any remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or Special Meeting of the Board.

## **ARTICLE VIII DUTIES OF OFFICERS**

### **37. PRESIDENT**

The President shall be the Chief Executive Officer and the Chief Administrative Officer of the Corporation and shall be responsible for the management and supervision of the affairs and operations of the Corporation

### **38. THE CHAIR OF THE CORPORATION**

The Chair of the Corporation and Board shall be the chief representative of the Corporation, shall preside at all meetings of the Corporation, shall be responsible for the operation of the Board, and shall exercise such other powers as conferred upon him by the By-Laws and the Board.

### **39. FIRST VICE-PRESIDENT and SECOND VICE-PRESIDENT OF THE CORPORATION**

The Vice-President and Vice-Chairman shall be vested with all the powers and shall perform all the duties of the Chair or the President in the absence, or inability, or refusal to act, of the Chair or the President and shall perform such other duties as may from time to time be prescribed by the Board.

### **40. SECRETARY GENERAL and TREASURER**

The Secretary General shall have charge of the Minute books of the Corporation and the documents and registers required to be maintained under the Act. He shall give, or cause to be given, notices of all meetings of the Regular Members and of the Board. He shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. He shall certify all documents of the Corporation which require certification. The Treasurer shall keep or cause to be kept accounting records in accordance with the Act. In addition, he shall perform such other duties as may from time to time be prescribed by the Board.

### **41. AGENTS AND ATTORNEYS**

The Board shall have the power from time to time to appoint agents and attorneys and to engage such employees as it shall deem necessary with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit and as may be permitted by law.

## **ARTICLE IX PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS**

### **42. INDEMNITY**

Every Director of the Corporation and his 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 Corporation, from and against:

- a) All costs, charges, and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against

him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him in or about the execution of the duties of her office; and  
b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by his/her own willful neglect or default.

#### **43. LIMITATION OF LIABILITY**

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, or Officer, or employee, or for joining in any receipt, or act for conformity, or for loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of, or belonging to, the Corporation shall be placed, deposited or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office, or trust, or in relation thereto, unless the same shall happen by, or through, his own willful act or through his own willful neglect or default.

### **ARTICLE X PARLIAMENTARY AUTHORITY**

#### **44. AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Federation in all cases which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Corporation may adopt. In the case of a disagreement between the English and French versions of any CCWO document, the English interpretation shall take precedence.