



WushuOntario
GENERAL BY-LAW
A By-Law relating generally
to the organization and the
transaction of the affairs of
WushuOntario

NOTE: This consolidated copy of the General By-Law reflects the most recent amendments approved by the General Membership of WushuOntario, June 5th, 2010.

WUSHUONTARIO GENERAL BY-LAW

A By-Law relating generally to the organization and the transaction of the affairs of WushuOntario

RECITALS

WHEREAS

1. WushuOntario ('WUSHUONTARIO') is the Provincial Sports Organization ('PSO') representing the sport of WUSHU in Ontario duly recognized as such by WushuCanada the National Sports Organization ('NSO') and the Government of Ontario. Whereas the NSO is a recognized member of 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. WUSHUONTARIO is responsible for the behavior of members of the Ontario delegations at sanctioned Wushu Games.
3. WUSHUONTARIO was incorporated under the laws of Ontario by dated 12 April, 1997, and is a non-profit corporation without share capital which is subject to the Ontario Corporations Act.
4. The role of WUSHUONTARIO, as expressed by its objects set forth within is:
 - (a) To arouse and maintain the interest of the people of Ontario in, and to obtain their support of, creditable and sportsmanlike participation and representation of Ontario in the Canadian and International Wushu Movement;
 - (b) To stimulate the interest of the people, particularly of the youth of Ontario, in healthful, physical, moral and cultural education through sportsmanlike participation in Wushu competitions and events in accordance with the rules of the sport;
 - (c) To propagate the fundamental principles of sports activity and otherwise contribute, among other things, to the teaching programs of physical education through wushu in schools and university, public and private establishments and, in this regard, assist in the training of Wushu coaches, officials and administrators;
 - (d) To see to the creation of institutions which devote themselves to Wushu education, and to encourage and promote the establishment and activities of Ontario based Wushu Associations and clubs, Non-Profit and For-Profit Organizations and cultural programs related to the Canadian and International Wushu Movement;
 - (e) To exercise exclusive jurisdiction, either directly or through its constituent members or committees, over all matters pertaining to the participation of Ontario in the National Championships and International Wushu competitions patronized by the IWuF, including the representation of Ontario in such Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, when celebrated in Ontario;
 - (f) To constitute, organize and lead the Ontario delegation at the National Championships, and any other Regional, National or International Wushu competitions patronized by the IWuF, and in furtherance thereof to select and obtain for Ontario the most competent representation possible in the competitions and events of the National Championships and any other Regional, National or International Wushu competitions patronized by the IWuF;
 - (g) To provide financial assistance, as WUSHUONTARIO may in its sole discretion determine, to such entities or persons, as WUSHUONTARIO deems appropriate, in the development and selection of competitors for Provincial Championships, National Championships and any other Regional, National or International Wushu competitions patronized by the IWuF;
 - (h) To take action against any form of discrimination (as stipulated in WushuOntario Policy as discrimination on grounds of race, religion, politics, sex or otherwise) and violence in sport;
 - (i) To fight against the use of substances and procedures prohibited by WushuCanada, the COC or, as applicable, the International Wushu Federation;
 - (j) To work to maintain harmonious and cooperative relations with appropriate governmental bodies, always ensuring however that the WUSHUONTARIO 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 WushuOntario Policy;

- (k) To designate which city, if any, may apply to organize sanctioned Provincial Championships, National Championships, World Championships, Pan American Championships, and any other Regional, National or International Wushu competitions;
 - (l) To co-operate with all levels of government bodies in respect to information sharing and in the development of provincial sports policy or cooperative programming. and
 - (m) To seek and accept donations, gifts, legacies and devises in furtherance of its corporate purposes.
5. WUSHUONTARIO wishes to pass a General By-Law relating to the organization and transaction of its affairs. BE IT ENACTED as a By-Law of WUSHUONTARIO as follows:

ARTICLE I INTERPRETATION

1. DEFINITIONS

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

- a) "Corporation" means WushuOntario (WUSHUONTARIO);
- b) 'Act' means the Ontario 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 comprises of the Executive Officers of the corporation who manage WUSHUONTARIO's daily affairs. Its primary areas of responsibilities are establishing the WUSHUONTARIO's vision, mission, values and direction, monitoring the progress of the WUSHUONTARIO toward its stated goals, and setting the overall policy and strategic objectives. Within these areas of responsibilities the Board approves general policies pertaining to the day-to-day operations of the corporation. The Board and its officers are accountable to the Membership;
- d) "Officers" or "Executive Officers" of the corporation are:
 - 1. President/Chairperson
 - 2. Vice President of Administration
 - 3. Vice President of Finance
 - 4. Vice President of Marketing & Communications
 - 5. Vice President of Competition
 - 6. Vice President of Technical;

The Officers of the corporation are the members of the "EC" or Executive Committee;

- 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) "Active Member" means each member of the Corporation as provided by these By-Laws paid up to date and in good standing as stipulated by WushuOntario Membership Policy;
- g) "Club Member" means any for-profit corporate, non-profit corporate, registered or non-registered body which represents itself as one which offers Wushu related programs with similar visions and goals of WUSHUONTARIO as provided by these By-Laws paid up to date and in good standing as stipulated by WushuOntario Membership Policy and whom are recognized through the approval of the "BOD" as such;
- h) " Athlete Member" means any athlete involved in a WUSHUONTARIO recognized Organization or Club Member who participates in a Wushu related program and is designated as either a competitive or recreational athlete member;
- i) "General Member" means any individual membership accepted into WUSHUONTARIO whose objectives include the promotion and development of Wushu, these include coaches, officials and volunteers as provided by these By-Laws paid up to date and in good standing as stipulated by WushuOntario Membership Policy.

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 "BOD" shall from time to time by resolution determine. The "BOD" may establish such other offices as the affairs of the Corporation may require.

4. CORPORATE SEAL

The seal, an impression whereof is imprinted at the end of this Constitution and By-Laws, shall be the Corporate seal of the Corporation. WUSHUONTARIO shall retain custody of such seal.

5. FINANCIAL FISCAL YEAR

The financial year of the Corporation shall start on January 1st and end on December 31st.

6. BANKING ARRANGEMENTS

- a) The funds of the Corporation shall be deposited in a chartered bank of Canada in the name of the Corporation.
- b) All cheques shall be signed by any two signatures consisting of one Executive Officer of the BOD plus one other signature as approved by the majority of the BOD. All approved signatures shall be provided to the bank on official letterhead signed by the President and VP Finance and are added or deleted to/from the signature card list at the banking institution under the supervision in person of both the President and VP Finance of the corporation.
- c) The chequing book shall be the responsibility of the VP Finance and shall be kept in the possession of the VP Finance. Cheques may be dispersed by the VP Finance as deemed necessary on behalf of the corporation.
- d) All monies owing to the Corporation shall be due and payable within thirty days of invoicing unless otherwise stipulated.
- e) The corporation has the power to accept donations, gifts, legacies and bequests.
- f) All other detail pertaining to the Banking Arrangements of the Corporations shall be detailed in the Financial Policy of WushuOntario.

7. FINANCIAL REPORTING AND AUDITOR

A minimum financial review engagement will be performed each fiscal year with a full financial audit performed as required for required projects and BOD approved special requests. The financial review engagement of the Corporation shall be forwarded to each club member and to the officers of the Corporation according to the finance policy of WushuOntario.

The auditor of the Corporation shall be announced each year at the General Meeting and appointed according to the WushuOntario Operations Manual. 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

- a) Contracts, documents or instruments in writing up to a specified maximum financial commitment as approved and indicated in the finance policy of WushuCanada requiring the signature of the Corporation may be signed by any two (2) Officers and/or approved representatives, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- b) Whereas only one (1) signature is required pertaining to specific documents relating to the daily operations of the corporation up to a maximum financial commitment as indicated in the Finance Policy including but not limited to participation of events and representation of the corporation in government related or non-financial contracts relating to general activities and/or events passed by the resolution of the "EC".
- c) 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 up to a financial commitment as indicated in the Finance Policy.
- d) Any contracts, documents or instruments in writing pertaining to a financial commitment over the approved and indicated maximum amount in the Finance Policy shall require the signature of any (2) Officers of the Corporation and must be to activities and/or events pre-approved in the minutes of the corporation by the majority of the "EC" and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- e) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- f) 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

- a) All proposed amendments to the Objects/By Laws shall be forwarded, in writing, to the office of the Corporation no later than 60 days prior to the annual meeting at which they will be considered.
- b) All notices of motion to be discussed at the AGM will be forwarded to all accredited delegates not less than 30 days prior to the annual meeting.
- c) 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.

10. DISSOLUTION

- a) The Corporation shall not be dissolved unless all liabilities have been discharged and a motion has been passed by the majority of the votes recorded at the annual meeting.
- b) Upon dissolution, surplus money shall be donated to WushuCanada (NSO).

11. RULES AND REGULATIONS (COMPETITION AND EVENTS)

- a) The Corporation may make such Rules and Regulations as may be deemed necessary to promote, develop and govern the sport of wushu in Ontario. All attempts possible will be made to align both rules and regulations and yearly calendars with WushuCanada and the IWuF. For example, provincial championships will be set in a timely fashion to allow for qualified competitors to progress to the National Championships and World Championships.
- b) The Corporation may impose such regulatory measures, as it deems necessary for the efficient administration of the competitive structure of the sport within its jurisdiction.
- c) Details pertaining to the rules and regulations of the sport will be outlined and defined within the competition policy and rules and regulations document in the operation manual of WushuOntario.
- d) No such Rules and Regulations may violate the individual's rights or freedoms except as may be required to protect the rights and freedom of any other individual or individuals and to ensure the stability of the basic structure and operations of the corporation.

12. POLICY AND PROCEDURES

- a) The Corporation may make such Policy and Procedures as may be deemed necessary to promote, develop and govern the sport of wushu in Ontario. Attempts will be made to align these efforts with those of the National Body, but not to the detriment of the provincial body.
- b) No such Policy and Procedures may violate the individual's rights or freedoms except as may be required to protect the rights and freedom of any other individual or individuals and to ensure the stability of the basic structure and operations of the corporation.
Please see all **Policy** documents in the WushuOntario Operations Manual for further details.

13. OFFICIAL LANGUAGES

The official language of the Corporation shall be English.

French shall be made available upon request in writing by any active member in good standing.

ARTICLE III MISSION STATEMENTS AND VISION

14. MISSION STATEMENTS AND VISION - WUSHUONTARIO, through its members, is an organization which has as its mission to promote and provide positive and diverse Wushu experiences through the delivery of comprehensive quality Wushu programming by:

- a) Leading the Ontario and Canadian Wushu system
- b) Directing High Performance programs in the pursuit of international competitive excellence
- c) Guiding the development of wushu programs at various levels and age groups
- d) Further details and interpretations of the mission statements and vision of the corporation shall be outlined in the "Mission Statement Policy" of WushuOntario.
- e) These statements of visions and goals shall include but are not limited to:
 - i. VISION OF WUSHU
 - ii. VISION OF WUSHUONTARIO
 - iii. VISION OF THE ATHLETE
 - iv. VALUES AND BELIEFS
 - v. CORPORATE GOALS

ARTICLE IV MEMBERSHIP STRUCTURE

15. MEMBERSHIP TYPES - WushuOntario memberships shall include club and individual members as defined and interpreted in the WushuOntario Membership Policy; these include but are not limited to:

- a) **Club Members:** Non-Profit / For-Profit / Non-Registered / Registered
- b) **Athlete Members:** Recreation and Competitive
- c) **General Members:** Officials / Coaches / Volunteers

Each membership type along with its associated membership fees are defined and interpreted in the WushuOntario Membership Policy.

16. VOTING RIGHTS - Voting rights at the Annual General Meeting are reserved for accredited delegates of WushuOntario.

- a) Accredited delegates are defined as:
 - i. Club Members in good standing under WushuOntario Membership Policy with a minimum of 1 registered competitive athlete in good standing with WushuOntario.
 - ii. Current Executive Officers of the BOD
- b) The number of votes allotted to each accredited delegate is defined under "Article V Meetings".

17. CONDITIONS OF MEMBERSHIP ADMISSION

- a) Membership Responsibility:
- i. Any member who accepts membership in the Corporation shall be deemed to have undertaken to abide by the provisions of the By-Laws and policy procedures of the Corporation.
 - ii. 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.
- b) Each Club Member shall submit to the Corporation:
- i. a statement of the members of the Club Member's as at December 31 of the previous membership year in such detail as specified in the "Club Member Policy" contract;
 - ii. a statement setting out the names and addresses of the officers of the Club Members for each year as specified in the "Club Member Commitment Contract"; and
 - iii. such other information as the Board may from time to time require as specified in the "Club Member Commitment Contract".
- c) Admission of Members
- i. **Duration** – membership is accorded on an annual basis as specified in the "Membership Policy", and all Members will be invoiced annually for membership.
 - ii. **Registration**
 - (a) All members must comply with established registration procedure as outlined by the Membership Policy of the Corporation.
 - (b) Submission of a registration form and fee by an individual is an acknowledgement by said individual to abide by the Objects and By-laws, the rules and regulations and policies of the Corporation as they exist at the date of the application and as amended through specified procedures of the Corporation thereafter.
 - (c) All clubs will be made available a copy of the current policies and rules/regulations 30 days in advance of the registration deadlines. It is the responsibility of all registered members to be aware of all rules and regulations that are applicable to their membership and it is the responsibility of the registered clubs to share these with their club members.
 - iii. **Admission** – No individual or club will be admitted as a Member unless:
 - (a) The candidate member has made an application for membership in a manner prescribed by the "Membership Policy";
 - (b) The candidate member has been approved as a member by the Board or by any committee or individual delegated this authority by the Board;
 - (c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
 - (d) 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
 - (e) The candidate member has paid dues as prescribed by the "Membership Policy".
 - iv. **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 as prescribed by the "Membership Policy" and may include:
 - (a) Personal bankruptcy or suspension of required payments;
 - (b) Candidate member or member has or attains a criminal record.
 - v. **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.

vi. **Fees and Payment**

The membership fee shall be set by the Board and shall be due on the date(s) set by the Board as prescribed by the "Membership Policy". Changes to the membership fee structure (amounts, schedule of payments, etc.) shall not take effect until specified in the "Membership Policy".

vii. **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 Policy and Procedures of the Corporation, the Board may in its discretion and subject to such terms and conditions as specified in the Policy and Procedures of the Corporation.

viii. **Membership Dues**

As specified in the "Membership Policy" under Fees and Payment.

ix. **RESIGNATION, SUSPENSION AND EXPULSION**

- (a) All Members' resignations must be sent in writing to the head office of the Corporation. Such resignations shall follow the procedures specified in the "Membership Policy";
- (b) The Board may suspend or expel any member with a 2/3 majority if the member's conduct is deemed by the BOD to be against any of the Policy and Procedures of the Corporation and/or whose conduct is considered prejudicial to the Corporation.
- (c) The duration and description of any penalty will be according to the "Discipline, Harassment and Appeals" Policy of the Corporation. No refunds of fees will be given with any suspension or expulsion of membership.

ARTICLE V MEETINGS

18. COMPOSITION

The Annual General Meeting shall be composed of:

- a) The Executive Officers comprising the WushuOntario Board of Directors;
- b) The President of the Club Members recognized by the Corporation; or,
- c) Appointed Representatives of the Club Members appointed by the President of the Club Member body to attend the meeting;
- d) All other general members of the corporation;
- e) Voting rights will be in accordance of these By-Laws. The voting members to the Annual General Meeting must be at least 18 years of age and active members of WUSHUONTARIO in good standing.

19. VOTING RIGHT AND PROCEDURES

a) Annual General Meeting Principles:

- i. WUSHUONTARIO values the contributions and input of all of its club and general members, and recognizes that different size groups have different needs.
- ii. Recognition of membership numbers should be equitable;
- iii. Each Club Member shall receive additional votes based on the number of paid members they have registered to comprise their vote value (as at December 31st of the previous year).

b) Formula:

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

Total Club Membership Vote Value per registered Athlete or General Member

Registered Members	Vote Value
001-20	1
021-50	2
051-150	3
151-250	4
251-300	5

Every Club Member will receive (1) one additional vote for every 50 registered members (or portions thereof) in excess of the above chart that they have registered as paid members as at December 31st of the previous year on WushuOntario membership records.

c) Voting:

Voting privileges at the Annual General Meeting shall be as follows:

- i. Club Members are entitled to a voting value based on the above formula Article V 19. b) and will be represented in voting by the President of the Club or appointed individual as prescribed in these by-laws;
- ii. In addition, the current BOD of the Corporation including the President will have (1) one vote each;
- iii. They representative of a Member Club may also be a member of the current BOD of the Corporation and is entitled to the voting representation of both positions.

d) Proxy Voting:

A Club Member may vote by proxy at an Annual General Meeting or Special Meeting if:

- i. The proxy is received by the "EC" 7 days prior to the date of the meeting;
- ii. The proxy clearly states the date and the specific meeting;
- iii. The proxy clearly states to whom the proxy is given (one proxy per person);
- iv. The person to whom the proxy is given is entitled to vote; and
- v. The proxy signature matches the signature of the annual registration form.

e) 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. These individuals should be approved by the voting members of the meeting.

f) Determination of Votes:

- i. Votes will be determined by a show of any disapproval using a sign indicating a "Red Circle" and a value of votes for those members as indicated in Article V.19. (b) of these by laws;
- ii. A private recorded ballot may be requested by the majority of those Members voting.

g) Majority of Votes:

- i. The passing of all motions at the AGM requires 50+1% approval of its voting members;
- ii. The value of disapproval of any motion if greater than 40% of the total value of votes at the meeting will trigger an approval count indicated by a show of hands of the voting members and as well a detailed record count of vote value pertaining to the motion.

20. ANNUAL GENERAL MEETING QUORUM

- a) A "General Meeting" quorum shall consist of 50+1% of the vote value of the Club Members carrying the right to vote; and
- b) At least ¾ of the Board of Directors must be present along with at least 2 of the following Executive Officers; the President, the VP Finance, the VP Administration;
- c) Club members can only assign their proxy to another Club member;
- d) Club members are allowed to carry only one (1) proxy vote (i.e. only one Club member may carry the vote(s) for only one (1) other Club member;

- e) All proxies must be in writing and registered with the VP Administration at least 14 days prior to the meeting;
- f) Attendance by Telephone_ - A General Meeting may be attended through telephone conference call or by means of other telecommunications technology as determined by the Chair of the meeting and accepted by a majority of voting members. Any voting member who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

21. POWERS

In addition to the powers conferred upon them by Provincial, Federal law or these by-laws, the membership vote at a General Meeting shall determine:

- a) The By Laws and approval of any proposed changes thereof; and
- b) The Board of Directors and Executive Committee who are responsible for the general policies, operations and procedures of the Corporation.

22. GENERAL MEETING

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

23. SPECIAL GENERAL MEETING

A Special General Meeting shall be called at the request of two-thirds of the Board of Directors of the Corporation. The Board must give notice of such a meeting 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 with notice to the President at least seven days (7) before the meeting.

24. NOTICES OF GENERAL OR SPECIAL GENERAL MEETINGS

Notice of the Meeting must be sent to the Officers and Club Members, post dated (30) days before the date set for the General Meeting; and posted dated (15) days before the Special General Meeting via regular mail and/or confirmed email according to most recent membership records in the case of general meetings and via registered mail only in the case of special meetings to the address as provided by that member in the current membership application on record. Notice to all other members may be delivered via email and/or through public notices via official website notice. 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

25. COMPOSITION

The Board of Directors and the Executive Committee shall be composed of the following 6 members:

President/Chairperson;
Vice President of Administration;
Vice President of Finance;
Vice President of Marketing & Communications;
Vice President of Competition;
Vice President of Technical.

26. SELECTION OF THE BOARD, THE EXECUTIVE COMMITTEE AND COMMITTEES

- a) The board of directors and their executive committee position shall be elected at the General Meeting by the voting members in attendance in accordance with the By-Laws of the Corporation;
- b) General committee representatives shall be appointed to by the executive committee during their day to day operations;
- c) Chairs for all standing committees shall be assigned into their committee at the General Meeting by the BOD and approved by the voting membership;
- d) Standing Committees are those recognized as permanent requirements of WushuOntario and can only be created or dissolved with a majority vote of all voting members at a general meeting;
- e) The BOD has the right to increase the number of general committees as deemed necessary and retains the power to create or dissolve any general committee with a majority vote of the BOD during a director's meeting;

Standing Committees may include but are not limited to:
Nomination Committee

27. TERM OF OFFICE

Tenure and Election of Officers

- a) The following positions shall be elected for a two year term at the annual meeting as outlined below:
 - President/Chairperson – even years
 - Vice President of Administration – odd years
 - Vice President of Finance – even years
 - Vice President of Marketing & Communications– odd years
 - Vice President of Competition – odd years
 - Vice President of Technical – even years
- b) The officers of the Corporation will be elected at the annual meeting every 2 years from the date of applicable amendments of Corporation bylaws.
- c) A member may be nominated, in writing, thirty days prior to the annual meeting, by a Club Member or any current member of the Board of Director in good standing, to run for a position.
- d) All such written nominations should be in the hands of the President or Vice President Administration but not staff, no later than thirty days prior to the annual meeting and discussed through the Nomination Committee.
- e) It is strongly recommended that the President and Vice President Administration of the organization have previous experience on the BOD.
- f) It is strongly recommended that board members are nominated from the pool of previous board members or committee members with prior experience to the sport.
- g) A Board position can have a maximum of two consecutive terms of two years each.
- h) Board of directors can hold board positions for three consecutive terms.
- i) All Board of Directors must come from registered Member Clubs that have been members of the Corporation for a minimum of two years.
- j) 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.

28. EXECUTIVE COMMITTEE

- a) The executive committee shall carry out the policies established by the Board of Directors and direct the activities of the Corporation.

- b) The executive committee may hire salaried staff personnel or contract companies, as it deems necessary to promote and develop the sport of Wushu or support the administration of the Corporation.
- c) The executive committee shall be responsible for the finances of the Corporation with the priority being the growth and development of the sport of Wushu and the maintenance of the Corporation.
- d) Meetings of the Executive Committee shall be held at the call of any member of the Executive.

NOTE: the Executive committee is in place to manage the day-to-day operations of the organization. They may enact policies and make decisions. Although these may be put into action, they must ultimately be approved at each subsequent AGM.

29. DIRECTORS MEETINGS

- a) Number of Meetings - The Board will hold meetings a minimum of once every 2 months or 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 VP Administration 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 officers as the Board may from time to time appoint.
- d) Notice - Notice of board meetings will be given to all Directors at least seven (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 President will then vote. 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 of the meeting 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 – The President is only entitled to vote in the case of a tie. Unless specified otherwise, each other 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 general 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:
 - i. The proxy is received by the President or Secretary prior to the start of the meeting;
 - ii. The proxy is in writing under the hand of the appointing director or his attorney;
 - iii. The proxy clearly states the date and the specific meeting;
 - iv. The proxy signature matches the signature of the “Executive Officer Contract”;
 - v. 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 VP Administration will keep minutes of all Board meetings and distribute such minutes to all Directors of the meeting.

All other committee meetings shall be held a minimum of once every 2 months or as considered necessary. The chair of each committee shall determine notice of such meetings. The BOD must ratify resolutions for actions passed by each committee unless the committees have prior authority documented in the minutes of the board to resolve that action.

30. POWERS

The Board shall exercise all the powers that 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.

31. 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 VP Administration of the Corporation as a member;
- b) If at a AGM or Special General Meeting of members a resolution is passed by three-quarters of the voting members present at the meeting that he/she be removed from office due to a violation of the policies of the corporation;
- c) If they fail to attend two consecutive meetings of the Board;
- d) 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 until the next AGM with a person in good standing on the books of the Corporation.
- e) All vacancies shall be filled by the Board which may, however, continue to function despite a vacancy, if a quorum is present;
- f) If the President vacates his/her position, the Vice President Administration automatically takes on the role of President.

32. 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.

33. RESTRICTION

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

34. COMMITTEES AND COMMISSIONS

The President, with the approval of the Executive committee, may appoint committees, and commissions to deal with specialized areas of activity of the Corporation. The President or his/her representative will be an ex-officio member of all committees and commissions.

- a) 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. The basic committees overseen each by one Executive Member and an appointed chairperson are as follows:

- Discipline and Appeals – President
- Finance – VP Finance

Competitions and Rules – VP Competition
Athletes, Coaching and Officiating – VP Technical
Club Development – VP Administration
Marketing – VP Marketing & Communications

b) Commissions:

The Board may appoint such commissions, as it deems necessary for overseeing the needs and safety of its members. The Corporation and may appoint members of commissions or provide for the election of members of commissions, may prescribe the duties of commissions, and may delegate to any commission any of its powers, duties, and functions except where prohibited by these Bylaws. The commissions overseen each by a chairperson maybe as follows:

Medical Commission
Sanctioning Commission

- c) Terms of Reference – The Board will establish the terms of reference and operating procedures for all Committees and Commissions, and may delegate any of its powers, duties or functions to any Committee or Commission.
- d) Chairs – The Board of Directors will appoint a Chair for each Committee and Commission.
- e) Quorum - A quorum for any committee or Commission will be the majority of its voting members.
- f) Vacancy - When a vacancy occurs on any Committee or Commission, the Board may appoint an individual to fill the vacancy for the remainder of the term, provided this individual satisfies any qualifications for the membership as specified in the Corporation’s policies and procedures.
- g) Removal - The Board may remove any member it has appointed to any Committee or Commission.

35. CONFLICT OF INTEREST

Conflict of Interest - A Director, Officer, Executive Committee member or member of a committee or commission 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**

36. OFFICERS

- a) The 6 (six) Officers of the Corporation shall be the President/Chairperson, the Vice President of Administration, the Vice President of Finance, the Vice President of Marketing and Communications, the Vice President of Competition and the Vice President of Technical; The Officers of the corporation are members of the “EC” or Executive Committee and are also the directors of the corporation;
- b) The Officers of the Corporation shall be elected by the Club Members and shall be elected based on a majority vote at the General Meeting.

37. REMOVAL OF OFFICERS and DIRECTORS

- a) An Officer may resign by delivering a written resignation to the VP Administration 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 voting members present that he/she be removed from office;

- c) A vacant Officer position may be filled by a member of the Board;
- d) An Officer may be removed if they no longer fulfill the membership criteria as outlined in the membership policy of the corporation.

38. 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. Details of remuneration are detailed in the Finance Policy of the Corporation.

ARTICLE VIII DUTIES OF OFFICERS

39. PRESIDENT

- a) The President shall be the Chief Executive Officer and the Chair of the Corporation and shall be responsible for the management and supervision of the affairs and operations of the Corporation.
- b) The President 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.
- c) To uphold the mission and mandate of WushuOntario in all decisions within the mandated term of office.
- d) To represent WushuOntario at the National level.
- e) To represent or appoint the Corporation in all dealings with the Ministry of Health Promotion and other government bodies, foundations, sanctioning bodies.
- f) To be the spokesperson for the Corporation to both external and internal stakeholders.
- g) As the Chief Executive Officer, the spokesperson, and the Chairman of the Board of the Corporation, the said individual will provide leadership in the strategic planning of the organization in all areas of development.
- h) To appoint skilled individuals to specific commissions, committees and Director portfolios.
- i) To provide the Board of Directors with all relevant information, decisions, and developments of the Corporation.
- j) Shall ensure that the discipline and appeals processes are functioning effectively.

Qualifications

- a) Must be from an Active Member Club
- b) Recommend a minimum of one-year experience on Board of Directors.
- c) Experience in the not-for-profit and sporting sector is highly recommended.

40. VP ADMINISTRATION

- a) The VP Administration shall have charge of the Minute books of the Corporation and the documents and registers required to be maintained under the Act.
- b) Shall give, or cause to be given, notices of all meetings of the Regular Members and of the Board.
- c) Shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same.
- d) Shall certify all documents of the Corporation that require certification.
- e) Shall be vested with all the powers and shall perform all the duties of the President in the absence, or inability, or refusal to act, of the President and shall perform such other duties as may from time to time be prescribed by the Board.
- f) Shall be responsible for governance issues related to the structure and operations of the Corporation.
- g) Shall provide support membership development in the organization.

- h) Shall provide leadership for Club development in the organization.
- i) Shall organize all aspects of the AGM.

Qualifications

- a) Must be from an Active Member Club
- b) Recommend a minimum of one year experience on Board of Directors.
- c) Experience in the not-for-profit and sporting sector is highly recommended.
- d) Must have a minimum certification of Level I Coaching or Officiating.

41. VP FINANCE

- a) The VP Finance shall keep or cause to be kept accounting records in accordance with the Finance Policy of WushuOntario.
- b) Shall perform such other duties as may from time to time be prescribed by the Board.
- c) Shall be vested with all the powers and shall perform all the duties of the President and/or VP Administration in the absence, or inability, or refusal to act, of the President and/or VP Administration and shall perform such other duties as may from time to time be prescribed by the Board.
- d) Establish annual budgets in conjunction with the finance committee
- e) Maintain records regarding all financial transactions
- f) Establish controls and systems for financial transactions
- g) Establish financial policies regarding expenses, fees, salaries, payments, honorariums, petty-cash, and review these annually with finance committee

Qualifications

- a) Must have a demonstrated background in accounting and/or financial management
- b) Recommend a minimum of one-year experience on Board of Directors.
- c) Experience in the not-for-profit and sporting sector is highly recommended.

42. VP MARKETING & COMMUNICATIONS

- a) The VP Administration shall have charge of the public image and affairs of the corporation including but not limited to marketing, events and presentations.
- b) Responsible for membership communications and releases regarding the corporation.
- c) Establishes all marketing plans and recommends marketing budget.
- d) Plans and oversees advertising and promotional activities.
- e) Establishes and maintains a consistent corporate image throughout all products and events.

Qualifications

- a) Must be from an Active Member Club
- b) Must have a demonstrated background in marketing and promotions
- c) Recommend a minimum of two years experience on Board of Directors.
- d) Experience in the not-for-profit and sporting sector is highly recommended.

43. VP COMPETITIONS

- a) To develop and review policies related to all competitions, tournaments in Ontario.
- b) To oversee the regulation of all provincial tournaments and competitions.
- c) To oversee the promotion and implementation of the annual provincial championships.
- d) To establish and oversee provincial rankings and results.
- e) To establish and review policies related to safety and medical issues.
- f) To establish and review screening policies and programs.

- g) To establish and review with the VP Technical all rules and regulations of Wushu in Ontario.

Qualifications

- a) Must be from an Active Member Club
- b) Recommend a minimum of two years experience on Board of Directors, committee or commission.
- c) Experience in the not-for-profit and sporting sector is highly recommended.
- d) Recommended experience in event management or production.

44. VP TECHNICAL

- a) To review all Officials courses, materials, certifications on an annual basis and suggest changes, additions or modifications to the Board of Directors.
- b) To provide feedback on the accreditation process for all Officials.
- c) To provide feedback on the performances of all certified or probationary officials to the Board of Directors.
- d) To assist in the instruction of Official courses.
- e) To develop a strategic plan for the development of a pool of officials across Ontario.
- f) To review all coaching courses, materials, certifications on an annual basis and suggest changes, additions or modifications to the Board of Directors.
- g) To provide feedback on the accreditation process for all coaches.
- h) To provide input on any disciplinary actions filed against a registered coach.
- i) To oversee the program for the instruction of all Coaching courses.
- j) To develop a strategic plan for the development of a pool of officials across Ontario.
- k) To establish and review with the VP Competition all rules and regulations of Wushu in Ontario.
- l) To represent Ontario in technical affairs with applicable officials of WushuCanada.

Qualifications

- a) Must be from an Active Member Club
- b) Recommend a minimum of one-year experience on Board of Directors, committee or commission.
- c) Experience in the not-for-profit and sporting sector is highly recommended.
- d) Must have a minimum certification of Level 5 Coaching or Officiating.

45. 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

46. 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.

47. 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**

48. AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Federation in all cases that 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 any other versions of any WUSHUONTARIO document, the English interpretation shall take precedence.