



**BY - LAWS OF
“WEIGHTLIFTING CANADA HALTÉROPHILIE
MAÎTRES”**

Approved by the Board of Directors on September 14, 2022

APPROVED to be a By-Law of WCHM, AGM on the 14th day of July, 2023.

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BY - LAWS OF "WEIGHTLIFTING CANADA HALTÉROPHILIE MASTERS"

ARTICLE I: GENERAL

1.01 Name of Federation

The name of the organization shall be the "**WEIGHTLIFTING CANADA HALTÉROPHILIE MASTERS.**" It shall be abbreviated as WCHM and hereinafter referred to as WCHM.

Definitions

The following terms have these meanings in these By-laws:

- (a) "*Act*" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- (b) "*Annual Meeting*" means the annual meeting of the Members;
- (c) "*articles*" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- (d) "*Auditor*" means a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- (e) "*Board Member*" or "*director*" means an individual elected to serve on the Board pursuant to the Act, the articles, and these By-laws;
- (f) "*Board*" means the Board of Directors of WCHM;
- (g) "*By-Law*" means this By-Law and any other By-Law of WCHM as amended and which are, from time to time, in force and effect;
- (h) "*Committee Members*" means Members and Board Members of WCHM, in good standing, appointed to Committees by the Board as per Article IX.
- (i) "*Days*" means days including weekends and holidays;
- (j) "*Executive*" means the officers of WCHM appointed by the Board, including, without limitation, the President, Vice President, Treasurer;
- (k) "*Fundamental Change*" means an amendments or other changes to WCHM that are designated by the Act to be "fundamental changes";
- (l) "*Meeting of Members*" means includes the annual meeting of the members and the annual meeting of the Board of Directors or a special meeting of members;
- (m) "*Member*" means an individual who is admitted as a Members of WCHM under these By-laws. A member may be under suspension as per Section 6.05 of this By-law;
- (n) "*Officer*" means an individual elected or appointed to serve as an Officer of WCHM pursuant to these By-laws;

- (o) *“Ordinary Resolution”* means a resolution passed by a majority of the votes cast on that resolution;
- (p) *“Organization”* or *“Corporation”* means **“WEIGHTLIFTING CANADA HALTÉROPHILIE MASTERS;**
- (q) *“Regulations”* means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (r) *“Special Resolution”* means a resolution passed by a majority of not less than 2/3 of the votes cast on that resolution.

1.02 Invalidity of any Provisions of this By-law.

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

1.03 Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the objects of WCHM.

ARTICLE II MISSION STATEMENT

2.01 Mission

WEIGHTLIFTING CANADA HALTÉROPHILIE MASTERS is dedicated to the promotion and development of Masters Olympic Weightlifting in Canada and shall represent the interests of Canadian Master Weightlifters. It will do so in a spirit of equity and fair play, while at the same time encouraging a fit for life philosophy.

2.02 Control

WCHM shall be organized, directed, controlled, and governed by its Members, through their duly elected Board.

2.03 Pecuniary Gain to Members

WCHM shall be operated without purpose of pecuniary gain to any of the individual board or committee members. Any surplus or accretions of WCHM shall be used solely for the purpose of WCHM and the promotion of its objectives.

ARTICLE III OBJECTIVES

3.01 The Objectives of WCHM are to:

- (a) establish, maintain, conduct, promote and develop the widest participation and interest in the sport of Masters Olympic weightlifting in Canada; (Haltérophilie olympique maître.)
- (b) promote the health and well-being of its Members as well as maintain the Members’ right to compete on a level-playing field; and
- (c) to govern the sport of Masters Olympic Weightlifting in Canada.; (Haltérophilie olympique maître.)

3.02 To accomplish these objectives, WCHM will:

- (a) affiliate and/or cooperate with other organizations inside and outside of Canada having similar or compatible goals;
- (b) provide for Canadian representation at desired international weightlifting events;
- (c) cooperate with its Members in organizing weightlifting competitions, clinics, and other related events for all interested parties;
- (d) acquire, hold, own, improve, and maintain and to sell, lease, mortgage or otherwise encumber, and to dispose of, any real or personal property for the purposes of WCHM; and
- (e) implement and regularly review its anti-doping policy.

ARTICLE IV AFFILIATION

4.01 WCHM shall be affiliated with the International Masters Weightlifting Association (IMWA) and any other such organization from time to time deemed beneficial to WCHM by a Board motion.

ARTICLE V REGISTERED OFFICE

5.01 The registered office of WCHM shall be designated as the residence of the WCHM President.

ARTICLE VI MEMBERSHIP

6.01 Full Membership

Full membership may be granted to anyone who is meets the following criteria, subject to the specific exceptions indicated below:

- (i) a member in good standing of any of the Canadian provincial or territorial weightlifting organizations;
- (ii) a Canadian citizen, landed immigrant or permanent resident, and must reside in Canada;
- (iii) meets the age requirements as specified from time to time by the IMWA;
- (iv) has submitted an application form; and
- (v) has paid the annual fee.

Exceptions:

1. Canadian citizens who do not reside in Canada may nevertheless be eligible for membership if approved by the WCHM President on a case-by-case basis.
2. "Adaptive" or "para" athletes are eligible for membership even if they are not members of their applicable provincial or territorial weightlifting organizations if such organizations do not include or recognize adaptive or para-athletes. However, adaptive or para weightlifters are expected to be members of their provincial or territorial weightlifting organizations that are actively promoting the inclusion of para weightlifting to their provincial weightlifting clubs, and inclusive of para weightlifters in local and/or provincial competitions.
3. Notwithstanding the age requirements of the IMWA in order to provide continuing competition opportunities for athletes in their transition from Seniors to Masters, WCHM recognizes one younger category between the ages of 30 (thirty) to 34 (thirty-four) within Canada. Athletes within this category are permitted to compete at the Canadian Masters Weightlifting Championships and to establish Canadian Masters Weightlifting Records.

6.02 Honorary Membership

Honorary membership is granted by a vote of WCHM Executive to a nationally or internationally recognized person(s), group(s) or corporation(s) who has/have contributed to the purposes of the Federation. Such members are not required to meet the criteria specified in Section 6.01 and shall have no voting rights.

6.03 Application for Membership

Application for membership shall be addressed to the Membership Secretary of WCHM. Documentation to accompany the application shall be in accordance with Section 6.01. The Executive shall review each application to ensure the applicant meets the criteria identified in Section 6.01 including completion of the "Membership Anti-doping Waiver," "Reconciliation anti-dopage pour les membres." If this review finds the applicant has not met the requirements, this shall be communicated to the applicant.

6.04 Membership Fees

Fees shall be set annually by the Board at its sole discretion. Fees shall be payable with the WCHM application and due by January 31 of each year. Fees paid after the due date shall not be prorated. Fees for any unexpired term to the subscription year are normally not refundable, but the Board may grant a request for such in extenuating circumstances, at its sole discretion. Fee payments must be deposited directly into the WCHM bank account.

6.05 Removal or Suspension from Membership

A member whose conduct is considered by the Board to be contrary to the stated purposes of WCHM shall be asked by the Board to explain or justify their actions within ten (10) days of being contacted by the Board. If the member is unwilling or unable to do so, they shall be asked by the Board to resign from the WCHM. A copy of this motion shall be communicated to the member concerned in time for the member to make a written response. If a response is made, it shall be circulated with the notice of motion. The member concerned shall be given an opportunity to explain their position at the meeting at which the motion requesting their expulsion is considered. Approval of such a motion shall require a two-third (2/3) majority of votes cast. There is no appeal process for removal of membership. A member who is sanctioned for a doping violation will have her/his membership suspended for the duration imposed by the Anti-Doping Disciplinary Committee and cannot serve in any position with WCHM during said suspension.

ARTICLE VII GOVERNANCE AND GENERAL BUSINESS MATTERS

7.01 Executive

The Executive shall consist of the President, Vice President and the Treasurer, the members of which shall be appointed by the Board from among its members in accordance with this Section 7.01, each for a two (2) year term. At each annual general meeting of the Members, the Board shall propose to such meeting nominations for any Executive positions the term of which have expired such that they are up for replacement or re-appointment, provided that all such nominees shall also be directors or nominees for election as directors at such annual general meeting. The Members will vote on the Executives to fill such positions and, immediately following such annual general meeting, the Board shall convene a meeting of the Board to appoint the Executives and, in so doing, shall implement the said selections of the Members provided such selected nominees have also been elected as directors. Notwithstanding, in the event of a vacancy in an Executive office at any time, the Board shall have discretion to fill such vacancy for a limited term expiring at the next ensuing annual general meeting of the Members, which vacancy may be filled by any person so chosen by the Board, whether or not a director or Member.

7.02 Elected Board

The administrative structure of WCHM shall consist of a Board, the members of which shall be elected by the Members as directors. Unless expressly permitted by the Act, the Members shall ensure that majority of the directors elected from time to time are resident Canadians or, where WCHM has fewer than three (3) directors, one (1) of the directors elected from time to time is a resident Canadian

7.03 Number of Directors

The Board shall consist of five (5) directors as elected by the Members from time to time. The Board may appoint up to three (3) additional directors who are serving in another WCHM leadership role.

7.04 Advisory Committee

The Advisory Committee, appointed by the Board, is composed of the Past President, the Secretaries, the National Chair, Directors, and WCHM Provincial Advisors. The Board, from time to time, may request the Advisory Committee or any of its individual members to examine and offer advice on issues of concern to WCHM.

ARTICLE VIII DUTIES OF OFFICERS

8.01 President

The President shall:

- (a) be responsible for the overall supervision and administration of the affairs of WCHM;
- (b) preside at general meetings and other such meetings of the Board;
- (c) prepare agenda for meetings of the Board;
- (d) ensure that all policies and actions approved by WCHM and the Board are properly implemented;
- (e) represent WCHM at meetings of affiliated organizations as per Article IV of this By-law;
- (f) with the Board, establish and update job descriptions of Secretaries, Regional Reps, Committees, Committees chairs, the National Chair, Directors, Webmaster, and any other appointed position created by the Board;
- (g) with the Board, review and update the Guidelines/Protocol for Canadian Masters Weightlifting Championships and appoint, if necessary, a Competition Technical Liaison to ensure appropriate implementation of Article XVI;
- (h) submit a written Annual Report to the WCHM Annual Meeting;
- (i) upon input from the Board and the Advisory Committee, appoint members of the Anti-doping Disciplinary Committee as described in the Anti-doping Policy;
- (j) accept bids for the Canadian Masters Weightlifting Championships and, with input from the Board and the Advisory Committee, select the winning bid; and
- (k) in consultation with the Board and the Advisory Committee, select the winning bid for any international masters weightlifting competition being hosted within Canada.

- 8.02 Vice-President the Vice-President shall:
- (a) fulfill the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office of the President;
 - (b) be responsible for the review and revision of the By-Laws WCHM, for which assistance may be provided by an ad hoc Policy and Procedures committee;
 - (c) perform all specific duties assigned by the Board;

8.03 Treasurer

The Treasurer shall:

- (a) receive and disburse, as appropriate, all funds of WCHM and keep such records as required by the WCHM;
- (b) submit a written Annual Report to the WCHM Annual Meeting, including an annual budget for the upcoming year;
- (c) work closely with the appointed public accountant to ensure that all documents are filed on time with Canada Revenue Agency as required by law;
- (d) if necessary, provide Corporations Canada the annual financial statements of the Federation not less than 21 days prior to the Annual Meeting;
- (e) ensure that the annual financial statement is sent out to all members, or made available to any member requesting a copy, not less than twenty-one (21) days but not more than sixty (60) days of the Annual Meeting; and
- (f) recommend to the Board whether WCHM should have an audit and, where required, assist in the selection of an auditor.

ARTICLE IX MEETINGS

9.01 Members

Members are entitled to receive notices of, and to attend, participate and vote at the general meetings of WCHM.

9.02 Annual Meeting

The Annual Meeting of WCHM shall be held in conjunction with the Canadian Masters Weightlifting Championships or at such other time, place or format as decided by the Board in its sole discretion.

9.03 Special General Meetings

Special General Meetings must be called by the Board upon a request signed by at least one quarter (1/4) of the members in good standing of WCHM. At least thirty (30) days notice shall be given of the date, time, and place and by sending the agenda to the members at least fifteen (15) days before the scheduled date for the meeting.

9.04 Board Meetings

There shall be at least one meeting of the Board between successive Annual Meetings. Board meetings may be conducted via video conferencing and/or asynchronous discussion.

9.05 Notice of Annual Meeting and Agenda

The Annual Meeting shall be called by the President of WCHM by giving at least thirty (30) days notice of the date, time, and place and by sending the agenda to the members at least fifteen (15) days before the scheduled date for the meeting.

9.06 Motions from Members

Motions from members of WCHM received by the President at least ten (10) days before the scheduled date of the Annual Meeting shall be included in the agenda for that meeting. The Executive will determine if the motion is in order.

9.07 Addition to the Circulated Agenda

Items not included on the circulated agenda may be added to the agenda by moving an amendment to the motion to approve the agenda.

9.08 Statutory Agenda Items

Except at special general meetings, each general meeting shall be presented with the minutes of the previous meeting for approval and with a report of actions taken in the name of the WCHM since the last meeting.

9.09 Moderator for Special General Meeting

The members requesting a special meeting may request that the President of WCHM (or her/his designate) be appointed to chair the meeting.

9.10 Special Roles

The President may, from time to time, appoint a Member to serve in the role of:

- (a) Monitor: to assist the chair with the timing of the agenda of a meeting; and
- (b) Recorder: to assist the chair with the organization, presentation and recording of ideas presented during the meeting.

9.11 Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

9.12 In Camera Meetings

In Camera Meetings may be called by the President or by two (2) Directors to cover information which will not be recorded in the minutes of the meeting or divulged to the membership or public.

ARTICLE X BOARD OF DIRECTORS

10.01 Powers and Duties In addition to the other specific duties and powers assigned elsewhere in these By-Laws, the Board shall:

- (a) receive reports from the officers and from all committees of WCHM;
- (b) appoint the Executive officers of WCHM, subject to Section 7.01 of this By-law;
- (c) decide all financial policies and regulations that affect the duties and obligations of members;
- (d) set criteria for membership and decide all questions related to admission or loss of membership;
- (e) report on its activities to WCHM;
- (f) consider all matters brought before it by any member and, at its discretion, refer such to an appropriate committee for further study and possible action;
- (g) appoint members of the Advisory Committee and, when deemed necessary, seek their advice;
- (h) appoint members of the ADC (Anti-doping Disciplinary Committee);
- (i) establish and update job descriptions of WCHM positions, voluntary and paid;
- (j) decide which documents require the official seal;
- (k) review and update, as necessary, the Guidelines/Protocols For Canadian Masters Weightlifting Championships (Article XXVI); and
- (l) determine the criteria that must be achieved in order to break a Canadian Masters Weightlifting Record.

10.02 Quorum

A quorum for all meetings of the Board shall be two-thirds (2/3) of the Board.

10.03 Calling of Notice

Meetings of the Board shall be held at the call of the President or at the request of two members of the Board. At least fifteen (15) days notice shall be given of the date, time, place, and agenda for meetings of the Executive.

10.04 Special Meetings and Telephone Meetings

In Emergencies, special meetings of the Board may be called at five (5) days notice, or the Board may conduct a special meeting with twenty-four (24) hours notice by telephone conference call.

10.05 First Meeting of New Board

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

ARTICLE XI COMMITTEES

11.01 The Board may establish or dissolve committees from time to time in order to effectively delegate matters in the conducting of its business.

11.02 Terms of reference for all Committees shall include:

- (a) the status of the committee (standing or ad hoc);
- (b) the type of committee (discussion, working, combination, task force, etc.);
- (c) the overall purpose;
- (d) any specific directives, defining goals and tasks;
- (e) the relationship to any other overlapping activities of the Federation;
- (f) the composition, including statements on any designated observers, and any authority granted to the chair to co-opt other members;
- (g) any specific mode of operation (such as meetings only by telephone);
- (h) an upper limit of expenses the committee can incur;
- (i) the preferred time and method for reporting;
- (j) the method of election or appointment of members and for filling casual vacancies;
- (k) the method of election of the chair; and

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- (l) the terms of office for committee members and whether successive terms are permitted.

11.03 Convening

Meetings of committees shall be called by the chair. If no chair is designated, the person whose name appears first on the list of members shall convene the first meeting and the committee shall elect its own chair.

11.04 Telephone Meetings

The business of committees may be conducted by telephone conference calls in accordance with the rules for non-telephone meetings.

11.05 Quorum

A quorum for all committees shall be a majority of the eligible voting members.

11.06 Reports

All committee chairs and Advisory Committee members shall present annual reports at the Annual Meeting. Committees whose business is not completed at the time of the Annual Meeting shall present interim reports.

11.07 Composition

Each committee shall be composed of at least two (2) directors, together with any other Members as may be designated by the Board. Committee Members of committees who are not directors will serve as non-voting observers on such committees.

ARTICLE XII ELECTION TO AND REMOVAL FROM OFFICE

12.01 Eligibility for Office

Only members in good standing may serve as Board members or voting members of any committee of the Federation. The Anti-doping Disciplinary Committee is permitted to have non-WCHM members, appointed by the Board, with voting privileges only at ADC meetings.

12.02 Directors

Directors shall be elected by WCHM members at its Annual Meeting. The election shall be conducted by written vote.

12.03 Officers

Officers shall be appointed by the Board, as described in Section 7.01 of this By-law.

12.04 Nominating Committee

The Board shall appoint a Nominating Committee consisting of three (3) members. The appointment shall be made at least three (3) months prior to the election.

12.05 Invitation for Nomination

At least two (2) months before the Annual Meeting, the Nominating Committee shall:

- (a) inform the membership of all vacant positions for directors and officers;
- (b) invite nominations to stand for elections to these positions; and
- (c) announce that the closing date for the receipt of such nominations shall be thirty (30) days before the scheduled date of the Annual Meeting.

12.06 Nominating Procedure

The Nominating Committee shall check that those who have been nominated are willing to serve if elected to office and shall ensure that at least one name is put forward for each vacant position, by making its own nominations for any positions for which no names have been received by the closing date. Nominations received by the Committee shall not be secret at any time and any candidate shall be free to withdraw in favour of another. The foregoing is not to preclude motions from the floor.

12.07 Ballot at the Annual Meeting

The report from the Nominating Committee shall be attached to the agenda circulated for the Annual Meeting and shall contain the names of all persons nominated and willing to serve. The ballot shall be conducted by two (2) scrutineers selected for this purpose by the Board. The results shall be reported to the Meeting through the Chair and shall be recorded in the minutes.

12.08 Term of Office

- (a) Served until Replaced

All directors shall be elected for a two (2) year term and shall continue to hold office until their successors are elected or appointed or are removed from office by an action.

- (b) Resignation

Any director or member of the Advisory Committee may resign her or his position by writing a letter of resignation to the Board.

12.09 Removal from Office

The position of a director or officer shall be automatically vacated:

- (a) if a director or officer resigns by delivering a written resignation to the Board; or
- (b) if at a special or general meeting of members a resolution is passed by two-third (2/3) of the members present at the meeting that the director or officer be removed from office at which meeting the person with due notice for such a meeting has been invited to make a statement; or (c) upon death.

12.10 Vacancies

Subject to the provisions of the Act, a vacancy on the Board may be filled for the remainder of its term by a qualified individual by resolution of a quorum of the Board.

ARTICLE XIII VOTING MATTERS

13.01 Voting Rights

Each Board member shall have one (1) vote at meetings and in all elections and other motions;

13.02 Voting in Person

In order to cast a vote at a meeting of the Board or Annual Meeting, a Member must be present in the meeting room or have delivered their proxy in writing at the time the vote is taken.

13.03 Voting by the Chair

The Chair of a committee votes at the same time as other members and does not vote in order to break a tie. In the case of the appointment of a moderator to chair the meeting, the moderator shall not vote. This rule shall also apply at the Annual Meeting.

13.04 Votes for Motions

All motions at a meeting shall be decided by a majority of votes cast, unless otherwise required by these By-laws. Each question and resolution before a meeting of voting members shall be decided by a show of hands or by any other means which clearly indicates the affirmative vote, negative vote, or abstention from voting by each individual voting. A tie vote on a motion shall be considered a defeated motion.

13.05 Vote for Elections

All elections for Board members shall be decided by a majority vote of those casting votes when there are more than two (2) candidates. Successive votes shall be cast until a majority is obtained.

13.06 Methods of Voting

WCHM may conduct voting for Board members through a combination of advance electronic voting and live voting during the Annual General Meeting (AGM), as determined by the Board of Directors.

13.07 Advanced Electronic Voting

Voting on certain matters may be conducted electronically in advance of the AGM. In such cases, voting shall open at least two (2) days prior to the AGM and shall close no later than the night before the meeting. WCHM shall publicly post instructions for accessing and participating in electronic voting at least two (2) days prior to the commencement of the voting period.

13.08 Administration of Electronic Voting

Advanced electronic voting may be administered by an independent third party appointed by the Board or by an ad hoc committee of the Board.

To ensure voting integrity:

- a) It must be possible to confirm that the vote was cast by a current member in good standing; and
- b) WCHM must not be able to determine how an individual member voted.

ARTICLE XIV FINANCIAL MATTERS

14.01 Fiscal Year

The financial year of WCHM shall be from January 1st to December 31st, or such other period as the Board may from time to time determine.

14.02 Annual Financial Statements

- (a) An audited/reviewed statement of the accounts of the past financial year shall be prepared by the appointed public accountant for approval at the Annual Meeting of WCHM.
- (b) The audited/reviewed financial statements of the immediate past fiscal year shall be presented by the Secretary-Treasurer, for approval at the Annual Meeting of Members of WCHM.
- (c) The audited/reviewed financial statements and the report of the public accountant, if any, must be sent to the Director appointed under the Canada Not-for-Profit Federation Act before each Annual Meeting of members or immediately after the signing of a resolution in lieu thereof.

14.03 Annual Budget

A budget for the immediately following fiscal year shall be prepared by the Board in order to be presented by the Treasurer for approval at the Annual General Meeting of Members of WCHM.

14.04 Appointment of the Public Accountant

The members of WCHM shall, at each Annual Meeting of members, appoint a public accountant to audit the accounts and annual financial statements of the Federation for report to the Members at the next Annual Meeting of members. This public accountant shall hold office until the next Annual Meeting of the members provided that the Executive may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Executive.

14.05 Membership Fee

The annual membership fee shall be fixed by vote of the Board provided that at least fifteen (15) days notice is given of any proposed change. Fee payments must be deposited directly into the WCHM bank account.

14.06 Remuneration

Board members and Advisory Committee members, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board, reasonable expenses for their attendance may be allowed at each regular or special meeting of the Board.

Nothing herein contained shall be construed to preclude any Board member or Advisory Committee member from serving the Federation as an officer or in any other capacity and receiving compensation thereof. Board members and Advisory Committee members shall serve as such without remuneration and no Board member or Advisory Committee member shall directly or indirectly receive any profit from their position as such, provided that a Board member or Advisory Committee member may be paid reasonable expenses incurred by themselves in the performance of their duties.

14.07 Limits on Expenditures

Expenditures of funds for any individual items that are in excess of 2% of the total expense budget for the current fiscal year shall require approval by a motion passed by the Board.

14.08 Books and Records

The Board shall see that all necessary books and records of WCHM required by the By-Laws of WCHM or by any applicable statute or law are regularly and properly kept.

14.09 Restrictions on Borrowing

WCHM shall not incur debts by borrowing money unless prior approval for such actions has been obtained by passage of a motion by the Board following at least four (4) weeks notice of such motion.

14.10 Signing Authority

(a) Signing Officers

The Board shall appoint up to three (3) signing officers. One (1) of the three (3) signing officers shall be the President of WCHM.

(b) Execution of Documents

Contracts, documents, and other instruments made in the name of WCHM shall be binding upon WCHM when signed by any two (2) signing officers.

(c) Board Authority

The Board shall have authority and power to appoint, by resolution, an officer, or officers on behalf of WCHM to certify a specific document, to sign specific contracts, documents, and instruments in writing.

14.11 Standard of Care

Every director and officer of WCHM in exercising his or her powers and discharging his duties shall act honestly and in good faith with a view to the best interests of WCHM and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of WCHM shall comply with the Act, the regulations, articles, and by-laws of the Federation.

14.12 Limitation of Liability

Provided that the standard of care required of him or her has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or Member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to WCHM through the insufficiency or deficiency of title to any property acquired for or on behalf of WCHM, or for the insufficiency or deficiency of any security in or upon which any of the monies of the WCHM shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the WCHM shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

14.13 Indemnification

Every Board member, Advisory Committee member or other person who has undertaken or is about to undertake any liability on behalf of WCHM or any company controlled by it and their 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 WCHM from against:

- (a) all costs, charges, and expenses whatsoever which such officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him 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 his office or in respect of any such liability; and
- (b) all costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

14.14 Banking Arrangements

The banking business of the WCHM shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Board and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

ARTICLE XV LANGUAGES, INTERPRETATIONS AND TRANSITION CLAUSES

- 15.01 In these By-laws and all other By-laws of WCHM hereafter passed, except where specifically defined herein, words, terms and expressions appearing in this By-law, including the terms "resident Canadian" and "unanimous shareholder agreement" shall have the meaning ascribed to them under the Act and unless the context otherwise requires, any reference to gender shall include both genders and words importing the singular number shall include the plural and vice-versa.
- 15.02 A French language translation of these By-laws shall be provided, but in cases of dispute, the English version shall prevail.
- 15.03 If possible, all Annual Reports should be prepared in both official languages. Translators are available to assist in this task.

ARTICLE XVI CANADIAN MASTERS WEIGHTLIFTING CHAMPIONSHIP

- 16.01 The Canadian Masters Weightlifting Championship shall be held annually according to the "Guidelines/Protocol For Canadian Masters Weightlifting Championships", herein referred to as "Guidelines" in this Section.
- 16.02 The Guidelines are periodically reviewed by the Board and include, but are not limited to, the following:
- (i) bidding process;
 - (ii) competition committee;
 - (iii) preparation;
 - (iv) competition personnel; and
 - (v) facility requirements.
- 16.03 Canadian Masters Record Policy and Masters Qualifying Totals, when required, are determined by the Board.
- 16.04 Members must complete the "Membership Anti-doping Waiver" as part of the registration for the Canadian Masters Weightlifting Championship and any national competition sanctioned by WCHM. In addition, they must also complete a Board approved on-line anti-doping educational course prior to the Canadian Masters Weightlifting Championship.
- 16.05 Canadian Masters Records must be achieved with at least two (2) of the three (3) adjudicating referees of National Level or higher. The Board of Directors is authorized to adjust this requirement when necessary.
- 16.06 The Board may require athletes with limited or no competitive experience or training without the benefits of a registered club to complete a PAR-Q & YOU form of the Canadian Society for Exercise Physiology (or a similar one designed by the Board) as part of their registration to compete.

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- 16.07 To encourage continued competition and recognize achievements of members above the age of seventy (70), WCHM recognizes additional age categories in five-year increments for both male and female athletes within Canada. Athletes within these categories are permitted to compete at the Canadian Masters Weightlifting Championships and to establish Canadian Masters Weightlifting Records.

ARTICLE XVII RULES AND REGULATIONS

17.01 Rules and Regulations

The rules and regulations of WCHM shall be those of the International Weightlifting Federation as amended by the IMWA where they are not in conflict with these By-laws.

17.02 Interim Rules and Regulations

The Board may make such rules and regulations, provided they are not inconsistent with these By-laws or any applicable laws, relating to the management and operation of WCHM as they may deem expedient, provided that such rules and regulations shall be in force and effect only until the next Annual Meeting when, unless confirmed at that meeting, they shall cease to be in force and effect.

ARTICLE XVIII ERRORS AND OMISSIONS

- 18.01 The accidental omission to give any notice to any Member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Board/WCHM has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE XIX WCHM SEAL

- 19.01 WCHM may have an official Seal in the form approved from time to time by the Executive. The President of WCHM shall be the custodian of the official Seal. This Seal shall be designated and referred to as the Seal of Weightlifting Canada Haltérophilie Masters. The Board shall decide which documents require the official Seal.

ARTICLE XX AMENDMENT

- 20.01 Subject to the By-Laws, the Board may by resolution make, amend, or repeal any By-Law governing the business or affairs of WCHM. Such a regulation, amendment or repeal comes into force on the date of the resolution of the Board until the next annual meeting of members where there will be confirmation, rejection, or modification of it by the members by ordinary resolution. If the regulation, amendment, or repeal is confirmed or confirmed as amended by the members, it remains in effect in the form in which it was confirmed. All regulations, amendments or repeals cease to be effective if they are not approved by a two-thirds (2/3) majority of members at the

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next annual meeting of members. At least thirty (30) days prior to the annual meeting, a notice of the proposed by-law creation, amendment, or removal (i.e., repeal) must be communicated to members either by email or on the website of WCHM.

20.02 This section does not apply to a by-law that requires a special resolution of the members according to the Fundamental Change section the Act because such by-law amendments or repeals are only effective when confirmed by members.

20.03 A copy of the amended By-Laws must be sent to the Director appointed by the Minister of Innovation, Science and Economic Development Canada within twelve (12) months following the confirmation of the members.

ARTICLE XXI DISSOLUTION

21.01 In the event of the dissolution of WCHM, and considering that all WCHM members are also members of Provincial or Territorial Weightlifting Associations of Weightlifting Canada Haltérophilie (WCH), all the remaining assets of WCHM, after payment of liabilities, shall be distributed equally among the Provincial and Territorial affiliates of the WCH.

ARTICLE XXII ADOPTION OF THESE BY-LAWS

22.01 Adoption by Board

These By-laws shall come into force on the date of passage by the Board and shall be ratified by the members entitled to vote at the next duly called Annual meeting of WCHM.

22.02 Repeal of Prior By-laws

In ratifying these By-laws, the members of WCHM repeal all prior By-laws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

APPROVED to be a By-Law of WCHM, AGM on the 14th day of July, 2023.

