



CANADIAN OLYMPIC COMMITTEE/COMITÉ OLYMPIQUE CANADIEN

GENERAL BY-LAW NO. 1

*A By-Law relating generally to
the organization and the
transaction of the affairs of
the
Canadian Olympic Committee/Comité Olympique Canadien*

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CANADIAN OLYMPIC COMMITTEE / COMITÉ OLYMPIQUE CANADIEN

GENERAL BY-LAW NO. 1

**ARTICLE 1
INTERPRETATION**

1.1 Definitions

As used in this By-Law, the following terms have the following meanings:

- (a) **“Act”** means the *Canada Not-for-Profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time;
- (b) **“Annual Session”** means the Session which has been designated by the Board as the annual meeting of voting Members referred to in Section 9.1;
- (c) **“Articles”** means the Articles of Continuance of the COC filed with Industry Canada, as amended from time to time;
- (d) **“Athletes’ Commission”** has the meaning specified in Section 5.1;
- (e) **“Board”** means the board of directors of the COC and **“director”** means a member of the Board;
- (f) **“By-Law”** means this General By-Law No. 1, as amended by the Members from time to time;
- (g) **“Canadian Olympic Foundation”** means the national charitable organization established under the laws of Canada by the COC;
- (h) **“CADP Rules”** means the Canadian Anti-Doping Program rules that govern doping control in Canada, such rules being managed by the Canadian Centre for Ethics in Sport;
- (i) **“Chief Executive Officer”** means the chief executive officer of the COC;
- (j) **“Coaching Association of Canada”** means the not-for-profit organization established to enhance the experiences of all Canadian athletes through quality coaching and any successor organization approved by the COC as a reasonable successor or replacement to the Coaching Association of Canada;
- (k) **“COC”** means the Canadian Olympic Committee/Comité Olympique Canadien;
- (l) **“COC Representative”** has the meaning specified in Section 7.2;
- (m) **“Disability”** means that the individual is determined by the Board to be unable to perform the material and substantial duties of such individual’s engagement with the COC for a

period of three cumulative months during any 12-month period where such inability arises as a result of sickness or injury or other circumstances;

- (n) **“Disciplinary Panel”** means a panel appointed by the Board to consider suspension or termination of the Membership of a Member as required for purposes of Section 8.3 of this By-Law;
- (o) **“Extraordinary Session”** has the meaning specified in Section 9.2;
- (p) **“Games”** means the Olympic Games and the Olympic Winter Games;
- (q) **“Honorary Member”** means only those persons determined by the Board to be Honorary Members, including all persons who are awarded the Canadian Olympic Order by the COC;
- (r) **“IF” or “International Federation”** means an international sport federation recognized by the IOC;
- (s) **“IOC” or “International Olympic Committee”** means the international non-governmental not-for-profit organization recognized by the Swiss Federal Council, and which governs the organization, action and operation of the Olympic Movement worldwide and sets forth the conditions for the celebration of the Olympic Games and the Olympic Winter Games, as well as any Youth Games;
- (t) **“Member”** means a member of the COC holding any class of voting membership;
- (u) **“Nominating Committee”** means the standing committee of the Board referred to in Section 4.3;
- (v) **“non-ballot vote”** means, in connection with a Session, a vote by persons present at the Session, whether such Session is held in person or virtually, conducted via a method other than a paper ballot;
- (w) **“Olympiad”** means a period of four (4) consecutive calendar years, beginning on the first of January of the first year and ending on the thirty-first of December of the fourth year;
- (x) **“Olympian”** means an individual who has been named to a Canadian Olympic Team as an athlete and listed on the COC’s records as being an Olympic athlete;
- (y) **“OLY Commission”** means the committee of the COC recognized by the World Olympians Association;
- (z) **“Olympic Charter”** means the charter which codifies the fundamental principles and essential values of Olympism and sets out the rules and by-laws adopted by the International Olympic Committee, as amended from time to time;
- (aa) **“Olympic Games”** means the Olympic games of the summer sports;

- (bb) **“Olympic NSO”** means a national sport organization in Canada which is affiliated with an International Federation governing a sport included in the programme of the Olympic Games or the Olympic Winter Games and recognized by the COC in accordance with this By-Law;
- (cc) **“Olympic Supporters”** means the group of up to 125 individuals who have a strong and active interest in the Olympic movement, are prominent in their learned professions in business, sport or community activity and have been approved by the Board to have their names placed on the register maintained by the COC for the Olympic Supporters. As of the date that this By-Law is approved and going forward, no additional Olympic Supporters will be approved by the Board. For clarity, each Olympic Supporter at the time that this By-Law is approved shall continue to serve as an Olympic Supporter for the full period of time which remains in such Olympic Supporter’s term or until that Olympic Supporter ceases to be an Olympic Supporter, following which the position of Olympic Supporter will be eliminated;
- (dd) **“Olympic Winter Games”** means the Olympic games of the winter sports;
- (ee) **“Olympism”** is a philosophy of life, exalting and combining in a balanced whole the qualities of body, will and mind;
- (ff) **“Pan American Games NSO”** means a national sport organization in Canada which is affiliated with an International Federation governing a sport that is traditionally on the programme of the Pan American Games (excluding a national sport organization which already qualifies as an Olympic NSO) and is recognized by the COC in accordance with this By-Law;
- (gg) **“Pardon”** means a criminal record suspension or pardon granted by the federal government of Canada;
- (hh) **“person”** means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns having a similarly extended meaning;
- (ii) **“President”** means the president of the COC;
- (jj) **“Recognized Organization”** means a not-for-profit entity, incorporated or unincorporated, operating in Canada whose primary purpose is compatible with, and in furtherance of the objectives of the COC and has been recognized by the Board as being a Recognized Organization;
- (kk) **“recorded address”** means the person’s latest address as shown in the records of the COC or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent;
- (ll) **“Secretary-General”** means the secretary-general of the COC;

- (mm) **“serious criminal offence”** means an indictable offence under the Criminal Code (Canada), as amended from time to time, and also those offences, whether indictable or not and whether such offence was committed in Canada or, provided the offence would be a criminal offence if committed in Canada, under the laws of any other country, involving: (i) sexual immorality; (ii) obstruction of justice; (iii) possession, trafficking, export or production of narcotics; (iv) impaired driving causing bodily harm or death; (v) theft or fraud of over \$5,000; (vi) robbery; (vii) extortion; (viii) assault; or (ix) sexual assault;
- (nn) **“Session”** is a meeting of the Members of the COC and includes any meeting designated as the Annual Session or as an Extraordinary Session;
- (oo) **“special resolution”** means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution;
- (pp) **“traditionally on the programme of the Pan American Games”** means, when referred to a sport, a sport affiliated with and recognized by an IF which in turn must be recognized by the Pan American Sports Association as controlling a sport: (i) traditionally on the programme of the Pan American Games; or (ii) which appeared on the programme of the most recent of such Pan American Games, or failing that, (iii) a sport which has been included on the programme for two of the last three Pan American Games that took place immediately prior to an Olympic Games;
- (qq) **“Vice-President”** means a vice-president of the Board;
- (rr) **“World Anti-Doping Code”** means the anti-doping code and any related rules, regulations or standards adopted by the World Anti-Doping Agency, as amended from time to time; and
- (ss) **“Youth Games”** means the Youth Olympic Games and Youth Olympic Winter Games as established by the IOC.

Terms used in this By-Law that are defined in the Act have the meanings given to such terms in the Act.

1.2 Interpretation

The division of this By-Law into articles, sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this By-Law to gender includes all genders. In this By-Law the words “including”, “includes” and “include” means “including (or includes or include) without limitation”.

1.3 Subject to Act and Articles

This By-Law is subject to, and should be read in conjunction with, the Act and the Articles. If there is any conflict or inconsistency between any provision of the Act or the Articles and any provision of this By-Law, the provision of the Act or the Articles will govern.

1.4 Subject to Olympic Charter

This By-Law is subject to, and should be read in conjunction with the Olympic Charter. Any conflict or inconsistency between any provision of the Olympic Charter and any provision of this By-Law, shall be resolved to ensure compliance with the Olympic Charter.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Financial Year

The financial year of the COC ends on such date of each year as the Board determines from time to time. Until changed by the resolution of the Board, the financial year end shall be December 31.

2.2 Execution of Instruments and Voting Rights

The Board may, from time to time, authorize any person or persons: (i) to sign contracts, documents and instruments on behalf of the COC, subject to any specified thresholds, or to sign specific contracts, documents or instruments on behalf of the COC; and (ii) to exercise voting rights for securities held by the COC generally or to exercise voting rights for specific securities held by the COC. The Board shall annually review and ratify the COC authorized signatories and any related thresholds (provided that the failure to review and ratify does not void any previous authorization nor is the Board precluded from adding or removing authorized signatories or changing the specified thresholds at any time).

As used in this Section, the phrase “contracts, documents and instruments” means any and all kinds of contracts, documents and instruments in written or electronic form, including cheques, drafts, orders, guarantees, notes, acceptances and bills of exchange, deeds, mortgages, hypothecs, charges, conveyances, transfers, assignments, powers of attorney, agreements, proxies, releases, receipts, discharges and certificates and all other paper writings or electronic writings.

2.3 Banking Arrangements

The banking and borrowing business of the COC or any part of it may be transacted with such banks, trust companies or other firms or corporations as the Board determines from time to time. All such banking and borrowing business or any part of it may be transacted on the COC’s behalf under the agreements, instructions and delegations, and by the one or more officers and other persons, that the Board authorizes from time to time. This paragraph does not limit in any way the authority granted under Section 2.2.

2.4 Annual Financial Statements

The COC may, instead of sending to the Members copies of the annual financial statements and further information respecting the financial position of the COC as required by the Act: (a) publish a notice to its

Members stating that these documents are available at the registered office of the COC and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail; or (b) provide such information in any other way permitted by the Act or its regulations.

2.5 Appointment of an Auditor

The Members shall at each Annual Session appoint an auditor to audit the accounts of the COC and to hold office until the next Annual Session, provided that the Board may fill any vacancy in the office of the auditor until the next Annual Session. The remuneration of the auditor shall be fixed by the Board.

ARTICLE 3 DIRECTORS

3.1 Term of Office of Directors

- (a) Directors to be elected by the Members (other than those directors to be elected separately by the Class C Members and the Class D Members) shall be elected for a term expiring not later than at the close of the fourth Annual Session following the date of such director's election.
- (b) Directors elected by Members in accordance with Section 3.1(a) may be elected for a maximum of three four-year terms provided that:
 - (i) up to an additional two four-year terms (three four-year terms if the President is serving as a member of the IOC only for so long as that person serves as President as provided in Section 6.5) may be added at the end of the three term limit for a director who is elected President for so long as that director serves as President (in the circumstance in which a director who has reached the three four-year term limit is running for President, that person's election as director shall be conditional upon that person also being elected President);
 - (ii) a person may be re-elected as a director and begin a new three four-year term limit after a minimum consecutive four-year period not serving on the Board;
 - (iii) if a director's service on the Board is interrupted for less than four years, in calculating the three four-year term limit the number of terms of service prior to the interruption shall be added to the number of terms of service after the interruption; and
 - (iv) the Board shall determine a transition plan for those directors in office on the date this By-Law is approved.
- (c) Directors to be elected by the Class C Members and the Class D Members shall be elected for a term expiring at the close of the next Annual Session following the date of such director's election.

- (d) If a director is appointed or elected to the Board for (A) less than two years, that period shall not be considered a four-year term; or (B) two or more years, that period shall be considered a four-year term.
- (e) The election of directors in accordance with Section 3.1(a) may be staggered, as determined by resolution of the Members from time to time.

3.2 Place of Meetings

Meetings of directors may be held at any place in or outside Canada and can be held in person or virtually.

3.3 Calling of Meetings

Either of the President or the Chief Executive Officer, acting alone, or two or more directors, may call a meeting of the Board at any time. Meetings of the Board will be held at the time and place as the person(s) calling the meeting determine.

3.4 Regular Meetings

The Board may establish regular meetings of the Board. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each director.

3.5 Notice of Regular Meeting

Subject to Section 3.6, notice of the time and place of each meeting of directors will be given to each director as far in advance as possible, but in any event not less than fourteen (14) days prior to the date of the meeting, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of directors is present, a meeting of directors may be held, without notice, immediately following the Annual Session.

3.6 Notice of Special Meeting

A special meeting of the Board may be called by the President, or by a majority of the directors who have consented in writing, on forty-eight (48) hours' notice in exceptional circumstances where an immediate decision of the Board is required about a material matter. The notice for a special meeting of directors must be provided in writing electronically and must specify clearly the purpose for which the meeting is called. The only business which may be transacted at a special meeting is that referred to in the notice.

3.7 Waiver of Notice

A director may waive notice of a meeting (regular or special) of the Board or any irregularity in a notice of meeting of the Board. Such waiver may be given in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of the Board cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

3.8 Effect of Irregularity in Notice

Provided the notice of a regular or special meeting of the Board was properly sent, non-receipt of any notice, by any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at a Board meeting.

3.9 Quorum

A majority of the number of directors in office constitutes a quorum at any meeting of the Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

3.10 Meeting by Telephonic, Electronic or Other Communication Facility

If all the directors of the COC present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

3.11 Powers and Duties

The Board is responsible for overseeing the management of the activities and affairs of the COC. The Board shall have such powers and authority as are reasonably required to carry out the aforesaid duties and responsibilities.

3.12 Chair

The chair of any meeting of directors shall be the President, or in the President's absence, the Vice-President (if there are two Vice-Presidents present at the meeting, the directors present shall choose, by majority vote, the Vice-President to chair the meeting). If neither the President nor the Vice-President is present at the meeting, the directors present shall choose, by majority vote, one of their number to chair the meeting.

3.13 Secretary-General

The Secretary-General will act as secretary at meetings of directors and may designate a recording secretary. If the Secretary-General is absent or has not designated a recording secretary, the chair of the meeting will appoint a person, who need not be a director, to act as secretary of the meeting.

3.14 Votes to Govern

At all meetings of directors, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the chair of the meeting is entitled to a second or casting vote.

3.15 Remuneration and Expenses

The directors, except for professional sports administrators, shall not accept any compensation or bonus of any kind in consideration for their services or for the performance of their duties. They may, however, be reimbursed for their travelling, accommodation and other justified and reasonable expenses incurred in carrying out their duties.

3.16 No Proxies

No director may appoint a proxy to represent them for any reason at a meeting of directors.

3.17 Procedure at Meeting

The order of business at any meeting shall be at the discretion of the chair of the meeting. To the extent applicable and provided the same are not inconsistent with this By-Law, the rules contained in the current, official version of the Robert's Rules of Order Newly Revised, referenced on the Robert's Rules Association website, shall govern meetings of the Board.

ARTICLE 4 COMMITTEES

4.1 Committees of the Board

In addition to the Nominating Committee established in accordance with Section 4.3, the Board shall establish committees to deal with the following matters: audit, finance, governance, human resources, investment, risk management and team selection, and may establish one or more other Board committees as it determines to be necessary or desirable. The Board shall appoint individuals to such committees who may or may not be directors provided that the chair of any such committee shall be a director. The Board shall approve the terms of reference for each Board-appointed committee and may (i) delegate to any such committee comprised wholly of directors any of the powers of the directors except those powers that, under the Act, a committee of directors has no authority to exercise; and (ii) determine what responsibilities any such committee should have. The Board shall have the power to alter the composition of Board-appointed committees, to terminate appointments of chairs or members of such committees and to dissolve such committees.

4.2 Operational Committees

The Chief Executive Officer may create, and the Board shall have the right to recommend to the Chief Executive Officer the creation of, committees for certain purposes which committees shall not be considered Board-appointed for purposes of Section 4.1.

4.3 Nominating Committee

The Board shall establish a standing committee to be known as the Nominating Committee. The role of the Nominating Committee is to recommend candidates for election by the Members for the available positions of the Class B Member pursuant to Section 8.1(b)(i)(G), directors and President, and shall have such other responsibilities as the Board may determine and as set out in Sections 6.1 and 6.2. The

following provisions shall be applicable to the Nominating Committee and the election of directors in accordance with Section 3.1(a):

- (a) a majority of the members of the Nominating Committee shall not be directors and at least one of the members of the Nominating Committee shall be a Class A Member;
- (b) any individual who is running for election or re-election as a director must not serve on the Nominating Committee during the period commencing six months before the date of such election and concluding after the completion of the election in which that individual is running;
- (c) the Nominating Committee shall determine the appropriate process for identifying, approving and recommending director nominees in accordance with this Section 4.3, which process shall provide Members with the opportunity to bring forward names of individuals for consideration as director nominees and include the elements set out in Sections 4.3(d) to (g). That process must be publicized to the members sufficiently in advance of the timeframes in the process to enable it to take place in an open, transparent and participatory manner;
- (d) the Nominating Committee shall prior to each Session at which directors are to be elected deliver to the Board for approval and placing before the Members (i) a recommended list of proposed directors; and (ii) a list of any individuals who have the skills, attributes and experience and satisfy other criteria the Nominating Committee is seeking of potential directors but who are not being recommended;
- (e) following approval by the Board in accordance with Section 4.3(d), the lists approved by the Board shall be publicly disclosed to the Members;
- (f) for a specified period of at least seven days after the disclosure of the lists pursuant to Section 4.3(e), any Member may nominate an individual to be added to the list referred to in Section 4.3(d)(ii), which nomination shall include such information as to the individual's skills, attributes and experience and other criteria that the Nominating Committee shall request;
- (g) the Nominating Committee shall consider any additional nominations received pursuant to Section 4.3(f), and shall, if it sees fit, add to the list referred to in Section 4.3(d)(ii) any additional individuals who have the skills, attributes and experience and satisfy other criteria the Nominating Committee is seeking of potential directors; and
- (h) The Board shall ensure that the nominees that will be included on an election ballot shall be communicated to the Members at least 30 days prior to the Session at which an election is scheduled to take place. Nominations for directors from the floor at the Session are not permitted.

4.4 Proceedings

Meetings of committees of the Board may be held at any place in or outside Canada whether in person or virtually. At all meetings of committees, every question shall be decided by a majority of the votes cast on

the question. Unless otherwise determined by the directors, each committee of the Board may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; and (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question.

Subject to a committee of the Board establishing rules and procedures to regulate its meetings, Section **Error! Reference source not found.**3.2 to Section 3.10 inclusive and Section 3.17 apply to committees of the Board, with such changes as are necessary.

ARTICLE 5 ATHLETES' COMMISSION

5.1 Composition of Athletes' Commission

A commission of athletes (the "**Athletes' Commission**") is established in accordance with this By-Law and the IOC guidelines for the NOCs' Athletes' Commission and delegated such powers as required to assist the Board in meeting its obligations in accordance with the Articles of the COC and the terms of the Olympic Charter. The Athletes' Commission shall consist of the following persons:

- (a) six (6) persons who have been elected at or after the most recent Olympic Games by the defined pool of athletes as set out in Section 5.3;
- (b) four (4) persons who have been elected at or after the most recent Olympic Winter Games by such defined pool of athletes as set out in Section 5.3;
- (c) Up to two (2) additional persons may be appointed by the Athlete Commission members named in Sections 5.1(a) and 5.1(b);
- (d) any person elected or appointed to the IOC Athletes' Commission as a representative from Canada and currently serving in such capacity; and
- (e) any person elected or appointed to the Pan American Sports Organization Athletes' Commission as a representative from Canada, and currently serving in such capacity.

5.2 Eligibility

- (a) To be eligible for election or appointment to the Athletes' Commission, a person must:
 - (i) be at least eighteen (18) years of age;
 - (ii) not have been sanctioned for a period of two years or greater pursuant to a breach of the World Anti-Doping Code or the CADP Rules;
 - (iii) not have been convicted of a serious criminal offence for which a Pardon has not been granted;
 - (iv) agree to comply with COC codes and policies; and

- (v) not be subject to a suspension, or period of ineligibility, under any COC code or policy.
- (b) To be eligible for election pursuant to Sections 5.1(a) and 5.1(b), the athlete must either:
 - (i) have been a member of the Canadian Olympic Team at the most recent Olympic Games or Olympic Winter Games or at the immediately prior Olympic Games or Olympic Winter Games, as applicable; or
 - (ii) have been a member of the Pan American Games Team in a sport that was not on the Olympic programme, but was in a sport on the programme of one of the two last Pan American Games held immediately preceding the date of the election.

5.3 Elected Positions

The Athletes' Commission shall convene a meeting of the athletes competing at the Olympic Games and the Olympic Winter Games, respectively, or conduct an election by such other means as the Athletes' Commission determines appropriate, in its sole discretion (provided such election is held in the year of the Olympic Games or the Olympic Winter Games, as applicable) to elect the members of the Athletes' Commission for purposes of Sections 5.1(a) and 5.1(b). The persons entitled to attend and vote for such election are:

- (a) each athlete member of the Canadian Olympic Team who has been officially named as a member of the Canadian Olympic Team to compete at that Games;
- (b) an athlete representative of any Olympic NSO represented by a Class A Member whose sport is part of the programme of that Games, but has no athletes competing at that Games; and
- (c) in the case of elections held at or after the most recent Olympic Games, each athlete who was officially named as a member of the Canadian Pan American Games Team at the immediately preceding Pan American Games.

5.4 Terms of Reference

At all meetings of the Athletes' Commission, every question shall be decided by a majority of the votes cast on the question. Unless otherwise determined by the Board and subject to the IOC guidelines for the NOCs' Athletes' Commissions, the Athletes' Commission may make, amend or repeal rules and procedures to regulate its meetings including: (i) fixing its quorum, provided that quorum may not be less than a majority of its members; (ii) procedures for calling meetings; (iii) requirements for providing notice of meetings; (iv) selecting a chair for a meeting; (v) determining whether the chair will have a deciding vote in the event there is an equality of votes cast on a question; and (vi) determining whether it is desirable and necessary to appoint additional athletes to the Athletes' Commission to ensure proper representation, as well as what restrictions will apply to those eligible for appointment.

5.5 Election of Officers of the Athletes' Commission

The members of the Athletes' Commission shall elect from among their membership a Chair, Vice-Chair and a first officer to serve as officers for such term as it deems appropriate from time to time.

ARTICLE 6 OFFICERS

6.1 Election of President

The Members shall elect from among the directors one person who shall hold the office of President. The Nominating Committee shall be authorized to determine the appropriate process for holding elections for this position. Such process must ensure that: (i) any person who is running for election or re-election refrains from participating on the committee so authorized to run the elections until the elections are completed; (ii) any person wishing to run for President must notify the Nominating Committee in writing within such period of time in advance of the Session at which the President is to be elected as the Nominating Committee shall indicate; and (iii) the person who has received a majority of the votes cast by the Members for such position shall be the President. If, for any reason, a President ceases to be a director or is not elected at a Session at which a President is intended to be elected, the Board shall appoint the Vice-President of the COC (while there are two Vice-Presidents the Board shall appoint one of them and if there is no Vice-President the Board shall appoint a director) as interim President and an election for President shall take place at the next Session.

6.2 Appointment of Vice-President

Subject to the last sentence of this Section 6.2, the Board shall appoint one (1) Vice-President for a two-year term provided that no person shall serve more than three consecutive terms as Vice-President. The process for the Board to appoint the Vice-President shall be established by the Nominating Committee. Any director, other than a director appointed by the Board for a term not later than the close of the next Annual Session, may be appointed the Vice-President. The Vice-President will have such powers and duties as the Board from time to time determines. The Board may, if it determines that circumstances so warrant, appoint a second Vice-President and, after the circumstances no longer so warrant, the Board shall determine to revert to one Vice-President.

6.3 Appointment of Chief Executive Officer

The Board shall appoint the Chief Executive Officer who shall have such powers and duties as the Board determines from time to time. The Chief Executive Officer shall lead the COC's operations and be responsible for the COC's day-to-day activities and affairs.

6.4 Independence

Officers of the COC, whether elected or appointed and whether Board or management officers, must be independent from the Olympic NSO and the Pan American Games NSOs. Any officer elected or appointed who is a director, officer or employee of an Olympic NSO or a Pan American Games NSO must resign such position within thirty (30) days of being elected or appointed as an officer of the COC, failing which such officer shall be deemed to have resigned as an officer of the COC.

6.5 President

The President shall be elected by the Members for a four-year (4-year) term, provided that subject to Section 6.8 no person may serve as President for more than two (2) consecutive terms (increased to three (3) consecutive terms if the person is serving as a member of the IOC only for so long as that person serves as President). The President shall act as the non-executive chair of the Board and will preside at Board meetings and Sessions in accordance with Section 3.12 and Section 9.14 respectively. The President will have such other powers and duties as the Board from time to time determines. If the President suffers a Disability during their term, the Board shall immediately appoint the Vice-President of the COC (while there are two Vice-Presidents, the Board shall appoint one of them) to act as President in the interim. The Members shall elect at the first Session held more than 90 days after the interim appointment a new President to serve for the balance of the President's term of office, if required based on the status of the Disability. If while the President is serving their third consecutive term as President by virtue of serving as a member of the IOC, the President ceases to be a member of the IOC, that President's term will end at the next Session held more than 90 days after the President ceases to be a member of the IOC at which a regularly scheduled election of directors takes place and an election for President shall take place at that Session.

6.6 Secretary-General and Chief Executive Officer

The Chief Executive Officer shall be the Secretary-General of the COC for all the purposes for which such title is customarily used by National Olympic Committees or International Federations. The duties of the Secretary General include: (i) giving or causing to be given notices required to be given to Members, directors, officers, public accountants and members of committees; (ii) attending at and being the secretary of meetings of directors, Members, and committees and having the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and (iii) being the custodian of the books, papers, records, documents, and instruments belonging to the COC. The Secretary General will have such other powers and duties as the Board determines.

6.7 Removal of Board Officers

The Members by a majority of the votes cast at a Session may remove the President from office. A majority of the directors may remove a Board-appointed officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any applicable laws and/or employment contract with the COC.

6.8 Mid-Term President Replacement

If the President leaves office for any reason after the second Annual Session following election, the term of any individual replacing the President will not count as a term of office for the purposes of Section 6.5. If the President leaves office for any reason at or prior to the second Annual Session following election, the term of any individual replacing the President will count as a term of office for the purposes of Section 6.5.

ARTICLE 7
PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1 Limitation of Liability

Every director and officer of the COC in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the COC and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Subject to the Act and other applicable law, no director or officer is liable for: (i) the acts, receipts, neglects or defaults of any other director, officer or employee; (ii) joining in any receipt or other act for conformity; (iii) any loss, damage or expense happening to the COC through the insufficiency or deficiency of title to any property acquired for or on behalf of the COC; (iv) the insufficiency or deficiency of any security in or upon which any of the monies of the COC shall be placed or invested; or (v) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with whom or with which any moneys, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the COC; or for (vi) any other loss occasioned by an error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the discharge of the duties of their office with the COC or any matter claimed against them solely because of their status as a director and/or officer.

7.2 Indemnity

The COC will indemnify to the maximum extent permitted by the Act: (i) any director or officer of the COC; (ii) any former director or officer of the COC; (iii) any individual who acts or acted at the COC's request as a director or officer, or in a similar capacity, of another entity; (iv) any volunteer acting under the direction of the COC or a duly constituted committee of the COC; and (v) their respective heirs and legal representatives (collectively, a "**COC Representative**"), from and against all costs, charges and expenses, including any legal fees incurred for purposes of defending an action and any and all amounts paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal or administrative actions or proceeding to which the director or officer of the COC is made a party by reason of being or having been a COC Representative acting under the direction of the COC, except such costs, charges and expenses as are:

- (a) occasioned by any fraudulent, dishonest or criminal act committed deliberately by a COC Representative as determined by final non-appealable adjudication in respect of any action or proceeding; or
- (b) arising out of or attributable to a COC Representative gaining any profit, remuneration or advantage to which such COC Representative was not legally entitled as determined by final non-appealable adjudication in respect of any action or proceeding.

Nothing in this By-Law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

7.3 Insurance

The COC may purchase and maintain insurance for the benefit of its COC Representatives against such liabilities and in such amounts as the Board may determine and as are permitted by the Act.

7.4 Protection of Reputation

To provide for the adequate protection of the reputation of the COC (including its Members, directors and officers), subject to applicable law, any individual who: (i) has been convicted of a serious criminal offence and has not received a Pardon for the offence; or (ii) is currently under a sanction of two (2) years or greater pursuant to the World Anti-Doping Code or the CADP Rules, may not serve as a Member, director or officer of the COC, on a COC Board committee or otherwise serve in an official capacity for the COC. An individual who is a Member shall also be subject to the provisions of Article 8.

ARTICLE 8 MEMBERS

8.1 Membership Conditions

Subject to the Articles, there shall be four (4) classes of Members in the COC, namely, Class A Members, Class B Members, Class C Members and Class D Members. Members designated by Olympic NSOs shall be recognized following confirmed receipt by the COC of the COC form designating such representative, signed by the Olympic NSO. The Board may, by resolution, approve the admission of other Members of the COC. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

- (a) **Class A Members – Olympic NSOs**
 - (i) Class A membership shall be available only to persons who have been designated by an Olympic NSO which the Board has recognized pursuant to Section 8.8 and whose recognition has not been terminated or suspended.
 - (ii) The Class A Member shall continue to be a Member until:
 - (A) such Member ceases to be the designated representative of an Olympic NSO; or
 - (B) the recognition of the Olympic NSO which designated such Member has been terminated or suspended in accordance with Section 8.11.
 - (iii) As set out in the Articles, each Class A Member is entitled to receive notice of, attend and vote at all Sessions and each such Class A Member shall be entitled to one (1) vote at such Sessions.
 - (iv) Only those individuals whose names are set out in the register for Class A Members maintained by the COC at its head office shall be entitled to vote at Sessions. Each Olympic NSO must provide in writing to the COC, the name of the person designated by it, in accordance with the constitution, by-laws, rules and

regulations of such Olympic NSO, to represent the Olympic NSO at a Session and shall promptly notify the COC of any change with respect to the designated individual. Individuals who are designated pursuant to Section 8.1(a)(i) must comply with Sections 8.2 and 8.6 of this By-Law .

- (v) Each Olympic NSO must, to designate an individual for Class A membership, at the date of the Sessions, be affiliated with and recognized by an International Federation which, in turn, must be affiliated with a sport which appeared on the programme of the most recent Olympic Games or Olympic Winter Games, subject to Section 8.11(a) of this By-Law, or has been determined to be on the programme of an upcoming Olympic Games or Olympic Winter Games.
- (vi) The Class A Members voting together with the Class B Members, Class C Members and Class D Members shall elect all the directors of the COC except for those directors elected separately by the Class C Members or the Class D Members.

(b) Class B Members – General Members

- (i) Class B membership shall only be available to the following individuals:
 - (A) each individual resident in Canada who is the President of an International Federation to which an Olympic NSO or Pan American Games NSO is affiliated;
 - (B) one (1) individual who is designated by each Pan American Games NSO which remains recognized by the Board in accordance with this By-Law;
 - (C) two (2) individuals who are designated by the OLY Commission for so long as there is an OLY Commission ;
 - (D) one (1) individual who is designated by the Canadian Olympic Foundation;
 - (E) one (1) individual who is designated by the Coaching Association of Canada;
 - (F) any individual who is elected or appointed to the Board who is not a Member immediately prior to that individual's election or appointment (such individual to be a Class B Member until that individual ceases to be a director); and
 - (G) up to twelve (12) individuals who have a strong and active interest in the Olympic movement and who have been approved by the Board and who have been elected by Members of all classes of membership of the COC.
- (ii) Subject to the Act and the Articles, a Class B Member shall be entitled to receive notice of, attend and vote at all Sessions and each such Class B Member shall be entitled to one (1) vote at such Sessions.

- (iii) Only those individuals whose names and recorded addresses are set out in the register for Class B Members maintained by the COC at its head office shall be entitled to vote at Sessions. Each individual set out in Section 8.1(b)(i)(A) must promptly notify the COC in writing of such individual's appointment to the role of President and when such individual resigns or completes their term as President. Each Pan American Games NSO which appoints an individual set out in Section 8.1(b)(i)(B) must provide in writing to the COC, the name of the person designated by it, in accordance with the constitution, by-laws, rules and regulations of such Pan American Games NSO, to represent the Pan American Games NSO at a Session. Each of the OLY Commission, the Canadian Olympic Foundation and Coaching Association of Canada, must designate and confirm in writing to the COC the names of the individuals so designated under Section 8.1(b)(i)(C), 8.1(b)(i)(D) and 8.1(b)(i)(E), respectively, and shall promptly notify the COC of any change with respect to these designated individuals.
- (iv) The Class B Members voting together with the Class A Members, Class C Members and Class D Members shall elect all the directors of the COC, except for those directors elected separately by the Class C Members or the Class D Members.
- (v) If one (1) of the Class B Members elected pursuant to Section 8.1(b)(i)(G) resigns or is no longer able to serve as a Class B Member, including in the event the Class B Member is suspended in accordance with Section 8.3, the Board may appoint an individual who has a strong and active interest in the Olympic movement to fill the vacancy.

(c) **Class C Members – IOC Members**

- (i) Class C membership shall be limited to those persons who have been elected as members of the IOC resident in Canada and currently serve as members of the IOC, including persons elected as honorary IOC members.
- (ii) Each Class C Member shall hold membership in this class for as long as the Member is a member of the IOC.
- (iii) As set out in the Articles, each Class C Member is entitled to receive notice of, attend and vote at all Sessions and each such Class C Member shall be entitled to one (1) vote on any matter voted on at a Session.
- (iv) Consistent with the requirements of the Olympic Charter, the Class C Members shall elect, separately as a class or group of members, such number of directors as is equal to the number of Members in the Class C membership. In addition, the Class C Members voting together with the Class A Members, Class B Members and Class D Members shall elect all the other directors of the COC, except for those directors elected separately by the Class D Members.

(d) **Class D Members – Athletes’ Commission**

- (i) Class D membership shall be limited to individuals elected as members of the Athletes’ Commission in accordance with Section 5.1 (a) and (b) and who meet the eligibility criteria established in Section 5.2 and this Section.
- (ii) The term of membership of a Class D Member shall be for four (4) years or such shorter duration as approved by the Athletes’ Commission, from time to time.
- (iii) Notwithstanding any other provisions in this By-Law, at least one Class D Member must be an Olympian.
- (iv) Under no circumstances can a person be a Class D Member beyond the end of the third Olympiad or Pan American Games after the last Games or Pan American Games in which that person took part.
- (v) Each Class D Member is entitled to receive notice of, attend and, subject to section 9.11 (c), vote at all Sessions and each Class D Member shall be entitled to one (1) vote on any matter voted on at a Session.
- (vi) To facilitate the voting on Games matters in accordance with the Olympic Charter, the Class D Members shall elect, separately as a class or group of members, two (2) individuals to serve as directors. In addition, the Class D Members voting together with the Class A Members, Class B Members and Class C Members shall elect all the other directors of the COC, except for those directors elected separately by the Class C Members.

(e) **Right to Elect President**

All Members shall be entitled to vote in respect of the election of the President.

8.2 Membership Qualifications

In addition to the other limitations set out in the Act, this By-Law or approved by the Board, membership in the COC shall be limited to individuals who: (i) are at least eighteen (18) years of age; (ii) are Canadian citizens; (iii) are not currently under a sanction of two (2) years or greater pursuant to the World Anti-Doping Code or the CADP Rules; (iv) have not been convicted of a serious criminal offence for which a Pardon has not been granted; (v) who agree to comply with COC policies, and (vi) who are not subject to a suspension or period of ineligibility, under a COC code or policy. The Board may establish additional restrictions from time to time.

8.3 Discipline of Members

- (a) The Board shall have authority to reprimand, suspend or expel any Member from the COC for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-Laws or written policies of the COC;

- (ii) carrying out, participating in or condoning any conduct which may be detrimental to the fulfillment of the COC's objectives as determined by the Board in its sole and absolute discretion; or
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the COC.
- (b) A Member who becomes the subject of:
 - (i) an investigation or arbitration proceedings with respect to a potential violation of the World Anti-Doping Code or CADP Rules;
 - (ii) an investigation or proceeding commenced by the Office of the Sport Integrity Commissioner with respect to a potential violation of the Universal Code of Conduct to Prevent and Address Maltreatment in Sport; or
 - (iii) a charge for a serious criminal offence,

shall immediately provide notice to the COC of such investigation, arbitration or charge. The Board shall promptly, upon receipt of such notice or upon otherwise becoming informed of the possible existence of such investigation, arbitration or charge, determine, or convene a Disciplinary Panel to determine, whether there are reasonable grounds for suspension of the Member from membership in the COC.
- (c) Any suspension imposed in accordance with Section 8.3(b) shall be in effect until such time as either:
 - (i) a sanction of two (2) years or greater is imposed pursuant to the World Anti-Doping Code or the CADP Rules by the governing body responsible for making a determination as to whether there has been a violation requiring the Member to be sanctioned; or such Member is convicted of a serious criminal offence and, in both instances, all avenues of appeal have been exhausted, in which case the Member's membership will terminate in accordance with Section 8.4(c); or
 - (ii) a sanction of less than two (2) years is imposed pursuant to the World Anti-Doping Code or the CADP Rules by the governing body responsible for making a determination as to whether there has been a violation requiring the Member to be sanctioned and all avenues of appeal have been exhausted, in which case the Member's membership will remain suspended until such time as the full term of the sanction so imposed has expired and the Board has agreed to reinstate the individual's membership; or
 - (iii) upon completion of the investigation or arbitration proceedings (including all appeals), the final determination is that the Member is not deserving of a sanction under the World Anti-Doping Code or CADP Rules or the Member is not convicted of a serious criminal offence or charges are otherwise dismissed or withdrawn with no finding of guilt, in which case the Member shall continue to be eligible for membership in the COC and their suspension shall be withdrawn.

- (d) In the event that the Board determines pursuant to Section 8.3(a) that there are grounds for expelling or suspending a Member from membership in the COC or the Board or a Disciplinary Panel, if appointed, confirms that one of the two delineated grounds for suspension under Section 8.3(b) exists, the Chief Executive Officer, or such other officer as may be designated by the Board, shall provide thirty (30) days' notice to the Member of its preliminary determination that the Member shall be suspended or expelled, as applicable, and shall provide reasons for the proposed suspension or expulsion. Prior to a final determination being made by the Board (in the case of matters delineated in Section 8.3(a)) or by the Board or the Disciplinary Panel, as applicable (in the case of matters delineated in Section 8.3(b)), the Member may make written submissions to the Chief Executive Officer, or such other officer as may be designated by the Board, in response to the notice received within thirty (30) days of receipt of the notice. In the event that no written submissions are received by the Chief Executive Officer within the thirty (30) day time period, the Chief Executive Officer or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the COC. If written submissions are received in accordance with this Section 8.3(d), the Board or the Disciplinary Panel, as applicable, will consider such submissions, and such other information it deems relevant in arriving at a final decision, and shall notify the Member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The decision of the Board or Disciplinary Panel, as applicable, shall be final and binding on the Member.
- (e) In the event that a Class A Member designated pursuant to Section 8.1(a) is suspended, the Olympic NSO that designated the suspended individual to represent that Olympic NSO shall be permitted to designate another individual to replace the suspended Class A Member. In the event that a Class B Member that is designated pursuant to Sections 8.1(b)(i)(B), 8.1(b)(i)(C), 8.1(b)(i)(D) or 8.1(b)(i)(E) is suspended, the organization that designated the suspended Class B Member shall be permitted to designate another individual to replace the suspended Class B Member. In the event that a Class B Member that is elected pursuant to Section 8.1(b)(i)(G) is suspended, that Member may be replaced in accordance with Section 8.1(b)(v). In the event that a Class C Member is suspended or a Class B Member delineated under Section 8.1(b)(i)(A) is suspended, there shall be no power of substitution. In the event that a Class D Member is suspended, the Athletes' Commission shall be permitted to substitute another individual for the suspended Class D Member provided such individual meets all the requirements set out in Section 8.1(d). The COC must be promptly notified in writing of any substitution of individuals for Members suspended in accordance with this Section 8.3 and only those individuals whose names and recorded addresses are set out in the register for Class A Members, Class B Members or Class D Members, as applicable, shall be entitled to vote at Session.

8.4 Termination of Membership

Membership in the COC shall terminate:

- (a) if a Member resigns by delivering to the Chief Executive Officer of the COC their written resignation. The resignation shall take effect at the time of such delivery, unless a later date is specified in the resignation;
- (b) automatically upon a Member becoming of unsound mind, as so found by a court of law in Canada or as evidenced by the appointment of a judicial guardian or legal representative pursuant to a power of attorney or under a living will or personal directive;
- (c) automatically upon a Member ceasing to be eligible and not meeting the qualifications set out in Section 8.2;
- (d) automatically upon a Board decision to expel or suspend the Member in accordance with Section 8.3(a) or, if there is no decision by the Board, automatically upon there being passed, at a Session, by at least two thirds (2/3) of the votes cast on the question, a resolution that such Member be expelled as a Member. Prior to expulsion, a Member shall have the right to be heard by the Session prior to the resolution dealing with the expulsion being considered by the Session. Without limitation, a Member may be expelled if in breach of this By-Law;
- (e) automatically upon the death of a Member;
- (f) automatically upon dissolution of the body which appointed the Member;
- (g) in respect of Members representing an Olympic NSO, automatically upon the COC ceasing to recognize the relevant organization as an Olympic NSO in accordance with Section 8.11; or
- (h) in respect of Members representing a national sport organization traditionally on the programme of the Pan American Games, automatically upon the COC ceasing to recognize the relevant organization as a Pan American Games NSO in accordance with Section 8.11.

8.5 Number of Members

The number of Class A Members designated by the Olympic NSOs referred to in Section 8.1(a) plus, in the event the IOC Executive Board has granted its approval in accordance with the Olympic Charter, the sum of the number of Class C Members and the number of Class D Members, must represent a majority of the Members eligible to vote at a Session.

8.6 One Person – One Class of Membership

No person may hold membership in more than one (1) class of membership. The following rules shall apply with respect to selection of class of membership:

- (a) In the event that a person is qualified to hold membership in more than one (1) class of membership, such person shall advise the COC in writing of the class of membership that they wish to hold and, if necessary, shall resign from the class of membership which they do not wish to hold.
- (b) Except as set out in Section 8.6(c), if a person qualified to hold membership in more than one (1) class of membership has not selected one (1) class within fifteen (15) days following written request from the COC, the COC may select a class for such person by notifying such person of the class to be selected and providing the Member fifteen (15) days to elect a different class for which the person is qualified.
- (c) In the case of a Member who qualifies for Class C membership, the Member is deemed to have elected membership in Class C despite qualifying for membership in any other class and shall be automatically registered by the COC as a Member of such Class C membership.

For certainty, the redesignation of a class of membership, alone, does not affect a director's or officer's right to continue to serve as a director or officer, as the case may be, for the full term of their mandate.

8.7 Expelled IOC Members

Notwithstanding any provision of this By-Law concerning membership in the COC, any person who has been expelled by the IOC may not be a Member in any class of membership of the COC.

8.8 Recognition of Olympic NSOs

The Board shall determine, in its sole and absolute discretion, the national sport organizations which shall be recognized by the COC as an Olympic NSO. In making such determination, the Board shall comply with the requirements set out in the Olympic Charter and such other requirements established by the IOC and any other requirement which it deems relevant. To be considered for recognition as an Olympic NSO by the Board, a national sport organization must submit an application, in the manner and form prescribed by the COC, demonstrating that it exercises a specific, real and on-going sports activity in Canada and internationally, in particular by organizing and participating in competitions and implementing training programs for athletes and fulfils all conditions prescribed by the Board from time to time. If the Board decides to recognize an Olympic NSO, such recognition shall take effect immediately following the Board meeting at which the recognition was granted.

8.9 Recognition of Pan American Games NSOs

The Board shall determine, in its sole and absolute discretion, the national sport organizations which shall be recognized by the COC as representing a sport traditionally on the programme of the Pan American Games. In making such determination, the Board shall comply with the requirements set out by the Pan American Games Sports Organization and any other requirement which it deems relevant. To be

considered for recognition by the Board, a national sport organization must submit an application, in the manner and form prescribed by the COC, demonstrating that it exercises a specific, real and on-going sports activity in Canada and internationally, in particular by organizing and participating in competitions and implementing training programs for athletes and fulfils all conditions prescribed by the Board from time to time. If the Board decides to recognize a Pan American Games NSO, such recognition shall take effect immediately following the Board meeting at which the recognition was granted.

8.10 Recognition of Recognized Organizations

The Board shall determine, in its sole and absolute discretion, the organizations which shall be recognized by the COC as a Recognized Organization in accordance with requirements determined by the Board. To be considered for recognition by the Board, an organization must submit an application, in the form and manner prescribed by the COC, demonstrating that the organization's primary purpose is compatible with, and in furtherance of the objectives of the COC. If the Board decides to recognize the organization as a Recognized Organization, such recognition shall take effect immediately following the Board meeting at which the recognition was granted.

8.11 Termination or Suspension of Recognition of Olympic NSOs, Pan American Games NSOs or Recognized Organizations

The recognition of organizations as Olympic NSOs or Pan American Games NSOs shall automatically terminate in the following circumstances:

- (a) in the case of an Olympic NSO, if the Olympic NSO ceases to be on the programme of the upcoming Games;
- (b) in the case of a Pan American Games NSO, if the Pan American Games NSO ceases to be traditionally on the programme of the Pan American Games;

In addition to the above, the Board shall have authority to terminate or suspend the recognition of an Olympic NSO, Pan American Games NSO or Recognized Organization for any one or more of the following grounds:

- (c) an Olympic NSO, or the Pan American Games NSO or Recognized Organization, as applicable, breaches this By-Law;
- (d) an Olympic NSO, Pan American Games NSO or Recognized Organization, as applicable, conducts itself in a manner which interferes with or derogates from or is otherwise inconsistent with the fulfilment of the objectives of the COC; or
- (e) an Olympic NSO, Pan American Games NSO or Recognized Organization, as applicable, breaches a Board-approved policy which provides for automatic temporary suspension of privileges, in which case, the sanction shall take effect thirty (30) days after the Olympic NSO, the Pan American Games NSO or the Recognized Organization, as applicable, has been notified by the COC of the breach, provided that if the Olympic NSO, the Pan American Games NSO or the Recognized Organization, as applicable, has rectified such breach within that period, the suspension of privileges shall be terminated.

In the event that the Board determines that the recognition of an Olympic NSO, Pan American Games NSO or Recognized Organization, as applicable, should be terminated or suspended by the COC, the Chief Executive Officer, or such other officer as may be designated by the Board, shall provide thirty (30) days' notice to the Olympic NSO, the Pan American Games NSO or the Recognized Organization, as applicable, of its determination that the recognition of the Olympic NSO, Pan American Games NSO, or the Recognized Organization as applicable, should be terminated or suspended and shall provide reasons for the proposed termination or suspension. The Olympic NSO, Pan American Games NSO or Recognized Organization as applicable, may make written submissions to the Chief Executive Officer, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the Chief Executive Officer, the Chief Executive Officer, or such other officer as may be designated by the Board, may proceed to notify the Olympic NSO, Pan American Games NSO or Recognized Organization, as applicable, that the recognition of the Olympic NSO, Pan American Games NSO, or Recognized Organization as applicable, is terminated or suspended. If written submissions are received in accordance with this Section, the Board will consider such submissions, and any additional information the Board determines appropriate, in arriving at a final decision and shall notify the Olympic NSO, Pan American Games NSO, or Recognized Organization as applicable, concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Olympic NSO, the Pan American Games NSO or the Recognized Organization as applicable.

8.12 Effect of Termination or Suspension of Recognition of Olympic NSO, Pan American Games NSO or Recognized Organization

The termination or suspension of recognition by the Board of an Olympic NSO, a Pan American Games NSO or a Recognized Organization, as applicable, shall take effect at the time stipulated by the Board. When recognition of an Olympic NSO, Pan American Games NSO or Recognized Organization as applicable, is:

- (a) terminated, in the case of the Olympic NSO, the membership of the Class A Member representing such Olympic NSO is automatically deemed to have ceased; or
- (b) terminated, in the case of the Pan American Games NSO, the membership of the Class B Member representing such Pan American Games NSO is automatically deemed to have ceased; or
- (c) terminated in accordance with Section 8.11 (a) or (b), the Board may consider changing the recognition designation of the organization; or
- (d) terminated, in the case of a Recognized Organization, the rights in Section 9.9 of these By-Laws are automatically deemed to have ceased; or
- (e) suspended, the rights, authority and power of its respective designated Members, including any member of the Board or officer, shall, if the Board so decides, be automatically concurrently suspended; or

- (f) suspended or terminated, the rights of the Olympic NSO or Pan American Games NSO, as applicable, to receive any financial support from the COC or to nominate athletes, coaches or other team members shall be suspended or terminated, as applicable, for any team named by the COC, including for participation in, without limitation, the Olympic Games, Olympic Winter Games, Pan American Games, Youth Olympic Games or Youth Olympic Winter Games, as applicable.

8.13 Remuneration

The Members, except for professional sports administrators, shall not accept any compensation or bonus of any kind in consideration for their services or for the performance of their duties. They may, however, be reimbursed for their travelling, accommodation and other justified expenses incurred in carrying out their duties.

ARTICLE 9 SESSIONS OF MEMBERS

9.1 Calling Sessions

The Board and each of the President and the Chief Executive Officer have the power to call a Session. Sessions will be held on the date and at the time and place as the person(s) calling the meeting determine in accordance with the Articles. At least one (1) Session each calendar year must be designated by the Board as an Annual Session at which the annual meeting business required under the Act is conducted.

9.2 Calling Extraordinary Sessions

In addition to Section 9.1 and subject to the provisions of the Act, an extraordinary session (“**Extraordinary Session**”) of Members shall be convened upon the written request of at least twenty-five (25) Members, of whom at least fifteen (15) shall be Class A Members. The written request for the Extraordinary Session shall be delivered to the Secretary-General and shall state the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and to permit the COC to ensure such business is permitted to be dealt with by the Members in accordance with the Act and governing law. The provisions of the Act and Sections 9.3 to 9.17 of this By-Law shall apply, *mutatis mutandis*, to an Extraordinary Session called in accordance with this Section 9.2, with the exception that, the Members shall select a chair for such Extraordinary Session.

9.3 Electronic Sessions

Sessions may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The Board may establish procedures regarding the holding of Sessions by such means.

9.4 Notice of Sessions

Notice of the time and place of a Session shall be given to each Member by mail, courier or personal delivery by telephonic, electronic or other communication facility to each Member not less than twenty-one (21) days and not more than thirty-five (35) days prior to the day on which the Session is to be held.

9.5 Effect of Irregularity in Notice

Provided the notice of a regular Session or Extraordinary Session of the Members was properly sent, nonreceipt of any notice, by any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at the Session to which the notice relates.

9.6 Waiver of Notice

A Member, a proxyholder, a director, an officer or the Auditor and any other person entitled to attend a Session may waive notice of a Session, or any irregularity in a notice of a Session. Such waiver may be waived in any manner and may be given at any time either before or after the meeting to which the waiver relates. Waiver of any notice of a meeting of Members cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

9.7 Representatives

A Member that is designated by a body corporate or an association will be recognized if: (i) a certified copy of the resolution of the directors or governing body of the body corporate or association, or a certified copy of an extract from the by-laws of the body corporate or association, authorizing the representative to represent the body corporate or association is deposited with the COC, or (ii) the authorization of the representative is established in another manner that is satisfactory to the Secretary-General or the chair of the Session immediately prior to the commencement time of the Session.

9.8 Persons Entitled to be Present

The only persons entitled to be present at a Session are those Members entitled to vote at the Session, the directors, the officers, the Auditor of the COC and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or this By-Law to be present at the Session. Any other person may be admitted with the consent of the chair of the Session or a majority of the persons present who are entitled to vote at the Session.

9.9 Additional Persons with Rights to Attend

Except as may be restricted in this By-Law or by majority vote of the Members, the following persons shall be entitled to attend Sessions at their own expense but shall have no other rights, including the right to receive notice of Session meetings or the right to vote:

- (a) Honorary Members;
- (b) any individual on the list maintained by the IOC of honour members;
- (c) former IOC members resident in Canada, except those members who have been expelled from the IOC;
- (d) Olympians and current and former Pan American Games team members who have not been otherwise elected or appointed as Members;

- (e) one (1) representative of each Recognized Organization;
- (f) members of the Olympic Supporters who are not designated under Section 8.1(b)(i)(G) to be a Class B Member;
- (g) up to two (2) additional members of Olympic NSOs or Pan American Games NSOs (not including individuals who are Members of any class); and
- (h) any Canadian representative who is a member of an IF governing board, as recognized by the Secretary-General or the chair of the Session.

9.10 Quorum

A quorum of Members is present at a Session or Extraordinary Session if not less than twenty-five per cent (25%) of the total number of Members entitled to vote at the Session are present in person or represented by proxy.

9.11 Questions relating to the Games

With respect to any question relating to the Games that is placed before a Session and/or Extraordinary Session, only the following persons may vote:

- (a) Class A Members;
- (b) the directors on the Board at the time of such Session; and
- (c) subject to the approval of the IOC Executive Board in accordance with the Olympic Charter, Class C Members and Class D Members.

Each of the parties set out in this Section 9.11 shall have one (1) vote. For avoidance of doubt, the Class A Members shall vote on all matters relating to the Olympic Winter Games and Olympic Games, regardless of whether a question relates to only one (1) of these Games. Further, if there is no programme designated for the applicable Games to which a question is directed, it shall be deemed to be the programme of the next Games (whether the Olympic Winter Games or the Olympic Games).

9.12 Session Proxies

Pursuant to the Act, a Member entitled to vote at a Session of Members may vote by proxy by appointing in writing a proxyholder, including one or more alternate proxyholders, who shall be Members, to attend and act at the Session in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act and other applicable law and may be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the Session at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the COC or its agent prior to the time specified in the notice calling the Session at which the proxy is to be used or it is deposited with the Secretary-General or the chair of the Session or any adjournment of the Session, prior to the time of voting.

9.13 Absentee Voting at Members' Sessions

In addition to Section 9.12, pursuant to the Act, a Member entitled to vote at a Session may vote by mailed in ballot, in accordance with the terms established by the Board or the individuals authorized by the Board to establish the mail-in ballot procedures, or by means of a telephonic, electronic or other communication facility of the COC if the COC has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the COC without it being possible for the COC to identify how each Member voted.

The results of any ballot shall be reported to the Members in an electronic document or other form of document as soon as reasonably possible after the results have been determined.

9.14 Chair, Secretary and Scrutineers

Subject to Section 9.2, the chair of any Session shall be the President, or if the President is absent, the Vice-President. If neither the President nor the Vice-President is present at the Session, the Members present shall choose, by majority vote, one (1) of their number to chair the meeting.

The Secretary-General, if any, will act as secretary at the Session and may designate a recording secretary. If the Secretary-General is absent or has not designated a recording secretary, the chair of the meeting will appoint a person, who need not be a Member, to act as secretary of the Session.

If desired, the chair of the Session may appoint one (1) or more persons to act as scrutineers at any Session. Scrutineers so appointed may, but need not be, Members, directors, officers or employees of the COC. The scrutineers will assist in determining the number of Members entitled to vote who are present at the Session and the existence of a quorum. The scrutineers will also receive, count and tabulate the proxies and ballots and assist in determining the result of the votes by proxy and by ballot, and do such acts as are necessary to conduct the vote in an equitable manner. The decision of a majority of the scrutineers shall be conclusive and binding upon the Session and a declaration or certificate of the scrutineers will be conclusive evidence of the facts declared or stated in it.

9.15 Procedure

The chair of a Session will conduct the Session and determine the procedure to be followed at the Session. To the extent applicable and provided the same are not inconsistent with this By-Law, the rules contained in the current, official version of the Robert's Rules of Order Newly Revised, referenced on the Robert's Rules Association website, shall govern Sessions. The chair's decision on all matters or things, including any questions regarding the validity or invalidity of a form of proxy or other instrument appointing a proxy, shall be conclusive and binding upon the Session.

9.16 Manner of Voting

Subject to the Act and other applicable law, any question at a Session shall be decided by a non-ballot vote, unless a ballot on the question is required or demanded. Subject to the Act and other applicable

law, the chair of the Session may require a ballot or any person who is present and entitled to vote may demand a ballot on any question at a Session. The requirement or demand for a ballot may be made either before or after any vote on the question by a non-ballot vote. A ballot will be taken in the manner the chair of the Session directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of such ballot shall be the decision of the Members upon the question.

In the case of a non-ballot vote , each person present who is entitled to vote has one (1) vote. If a ballot is taken, each person present who is entitled to vote is entitled to the number of votes as provided for in the Articles.

9.17 Votes to Govern

Any question at a Session shall be decided by a majority of the votes cast on the question unless the Articles, the By-Laws, the Act or other applicable law requires otherwise. In case of an equality of votes cast on any question, the chair of the Session is entitled to a second or casting vote.

9.18 Adjournment

The chair of any Session may, with the majority consent of the persons present who are entitled to vote, adjourn the Session from time to time and place to place, subject to such conditions as such persons may decide. Any adjourned Session is duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the adjourned Session. Any business may be considered and transacted at any adjourned meeting which might have been considered and transacted at the original Session.

ARTICLE 10 ORGANIZATION AND PARTICIPATION IN GAMES, YOUTH GAMES AND PAN AMERICAN GAMES

10.1 Approval of Candidate Cities

In the event a Canadian city is approved by the Members at a Session (in accordance with Section 9.11) to be a candidate city for the organization of a Games, the COC shall from the time of the COC's approval of it, supervise, and exercise the COC's joint responsibility for, the actions and conduct of the city in relation to the city's candidature to host the Olympic Games or the Olympic Winter Games, as applicable.

10.2 Host City Responsibilities

In the event a Canadian city is selected by the IOC to be the host city of a Games, the COC shall ensure that the Olympic Games or the Olympic Winter Games (as applicable) are organized and administered in accordance with the Olympic Charter.

10.3 Financial Responsibility

The COC shall have no financial responsibility for a city's candidature or bid to host the Olympic Games or the Olympic Winter Games, or for the organization and staging of the Olympic Games or Olympic Winter Games, as applicable, unless otherwise specifically agreed to in writing.

10.4 Appointment of Mission Staff

For each Games, the Board shall appoint the senior Mission staff, including a Chef de Mission, one or more Assistant Chefs de Mission and any other positions determined reasonable and necessary by the Board or those appointed by the Board to appropriately provide support to Canada's athletes and coaches.

10.5 Execution of Agreements

Each athlete who is entered in the Olympic Games or the Olympic Winter Games by the COC shall have executed an athlete agreement containing such terms as the COC may determine, and without restricting the generality of the foregoing, containing an undertaking on the part of the athlete to comply with the Olympic Charter, the Olympic Movement Code on the Prevention of the Manipulation of Competitions, and the World Anti-Doping Code. The COC shall ensure that all such entries comply with the COC's team selection policy, are duly qualified for entry by the athlete's national sport organization and IF, and comply with the Olympic Charter, the Olympic Movement Code on the Prevention of the Manipulation of Competitions, and the World Anti-Doping Code.

10.6 Compliance with Olympic Charter

The COC shall ensure that the provisions of the Olympic Charter are respected in relation to:

- (a) the accreditation of media from Canada at the Olympic Games or Olympic Winter Games;
- (b) the flag, emblem and mascot of the Olympic Games or Olympic Winter Games that take place in Canada, and in relation to any musical work commissioned specifically in connection with such Games, including seeking the approval from the IOC in relation to these matters;
- (c) the invitation from the IOC to take part in the Olympic Games or Olympic Winter Games; and
- (d) all other matters set forth in the Olympic Charter, including but not limited to, all provisions relating to the Olympic flag, emblem, motto, anthem, flame and torch, and shall take such reasonable action in relation thereto as is provided for in the Olympic Charter.

10.7 Extension of Meanings

Where determined reasonable, economically feasible and practical, the provisions of this Article 10 apply, *mutatis mutandis*, to all major multi-sport games to which the COC names a team, including but not limited to the Youth Games, Pan American Games and Junior Pan American Games and ANOC Beach Games.

**ARTICLE 11
MISCELLANEOUS**

11.1 Notices

Any notice, communication or document required to be given, delivered or sent by the COC to any director, officer, Member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, Member or public accountant by any means of communication permitted by the Act or other applicable law. In addition, any notice, communication or document may be delivered by the COC in the form of an electronic document.

11.2 Computation of Time

Unless otherwise required by the *Interpretation Act (Canada)*, in computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

11.3 Amendment

In accordance with the Act, a special resolution of the Members is required to make any amendment to Section 8.1 – Membership Conditions, Section 8.2 – Membership Qualifications, Section 9.4 – Notice of Sessions, Section 9.12 – Session Proxies and Section 9.13 – Absentee Voting at Members' Sessions of this By-Law. In addition, any material amendment to this By-Law shall be communicated to the IOC, with a request for approval.

11.4 Languages

This By-Law shall be published in English and French and, in the event of a conflict of interpretation by reason thereof, the English version shall prevail. Either language may be used in the affairs, business and activities of the COC, but the COC must at all times comply with applicable law governing the use of language.

**ARTICLE 12
ARBITRATION**

12.1 Arbitration by Court of Arbitration for Sport

- (a) In the event, an athlete, any member of a Canadian Games team or a Pan American Games team, or any Member or recognized national sport organization, has a dispute about a decision made by the Board, the Chef de Mission, or any other committee, person, or body acting under the authority of the COC, arising on the occasion of, or in connection with, the Games, and the parties to the dispute have determined:
 - (i) the decision that has been made is final in nature, with no further appeal or formal requirement for review within the COC; and

- (ii) an appeal to the Sport Dispute Resolution Centre of Canada for a determination is neither practicable nor acceptable to the parties to the dispute,

the matter shall be referred and submitted exclusively by way of appeal for final and binding determination of the dispute to the Court of Arbitration for Sport pursuant to the Code of Sports-Related Arbitration and the time limit for such appeal shall be as determined by such Code.

- (b) Required referral by way of appeal to the Court of Arbitration for Sport shall not apply to:
 - (i) team selection disputes where there is an agreement between the athlete and the Olympic NSO or Pan American Games NSO of the sport from which the dispute arises that provides for final and binding arbitration of team selection disputes, in which case any such dispute shall be determined under and pursuant to the provisions for arbitration in the agreement between the athlete and the Olympic NSO or Pan American Games NSO; or
 - (ii) a dispute that is subject to final and binding arbitration under an agreement between the parties to the dispute, whether entered into before or after the dispute arose.

ARTICLE 13 EFFECTIVE DATE

13.1 Effective Date

This By-Law comes into force when made by the directors in accordance with the Act.

13.2 Repeal

All previous by-laws of the COC are repealed as of the coming into force of this By-Law. Such repeal does not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

This By-Law was made by resolution of the directors on March 2, 2023.


President

This By-Law was confirmed by special resolution of the Members on April 22, 2023.


President