



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

A By-Law relating generally  
to the organization and the  
transactions of the affairs of  
WushuCanada

(Confederation of Canadian Wushu Organizations)

Approved at AGM

May 22<sup>nd</sup>, 2010

**NOTE:** This consolidated copy of the General By-Law reflects the most recent amendments sanctioned by the General Membership of WushuCanada (Confederation of Canadian Wushu Organizations), May 22<sup>nd</sup>, 2010.

**WUSHUCANADA  
(CONFEDERATION OF CANADIAN WUSHU ORGANIZATIONS)  
GENERAL BY-LAW**

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(Confederation of Canadian Wushu Organizations)*

**RECITALS**

**WHEREAS**

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

- d) To propagate the fundamental principles of Olympism within the framework of sports activity and otherwise contribute, among other things, to the diffusion of Olympism in the teaching programs of physical education and Wushu in schools and university, public and private establishments and, in this regard, assist in the training of Wushu coaches and administrators;
  - e) To see to the creation of institutions, which devote themselves to Wushu education, and to encourage and promote the establishment and activities of Provincial Wushu Organizations, Non-Profit and For-Profit Organizations and cultural programs related to the International Wushu Movement;
  - f) To exercise exclusive jurisdiction, either directly or through its constituent members or committees, over all matters pertaining to the participation of Canada in the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, including the representation of Canada in such Games, and over the organization of the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, when celebrated in Canada; and, in furtherance of such participation and organizing activities, to comply with and enforce the governing rules, regulations and By-Laws of the International Wushu Federation and Canadian Olympic Committee relating thereto;
  - g) To constitute, organize and lead the Canadian delegation at the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF, and in furtherance thereof to select and obtain for Canada the most competent representation possible in the competitions and events of the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF;
  - h) To provide financial assistance, as WushuCanada may in its sole discretion determine, to such entities or persons, as WushuCanada deems appropriate, in the development and selection of competitors for the World Championships, Pan American Championships, Olympic Games, Pan American Games, and any other Regional, National or International Wushu competitions patronized by the IWuF;
  - i) To ensure the observance of the IWuF and COC Charter in Canada, except to the extent such would be in contravention of the applicable laws of Canada and/or any of its provinces or territories;
  - j) To take action against any form of discrimination (defined by the COC Charter as discrimination on grounds of race, religion, politics, sex or otherwise) and violence in sport;
  - k) To fight against the use of substances and procedures prohibited by the COC or, as applicable, the International Wushu Federation;
  - l) To work to maintain harmonious and cooperative relations with appropriate governmental bodies, always ensuring however that WushuCanada preserves its autonomy and resists pressures of any kind, including those of a political, religious or economic nature, that may prevent it from complying with the IWuF and COC Charter;
  - m) To designate which city, if any, may apply to organize World Championships, Pan American Championships, and any other Regional, National or International Wushu competitions patronized by the IWuF in Canada; and
  - n) To seek and accept donations, gifts, legacies and devises in furtherance of its corporate purposes.
9. WushuCanada wishes to pass a General By-Law relating to the organization and transaction of its affairs. BE IT ENACTED as a By-Law of WushuCanada as follows:

## **ARTICLE I INTERPRETATION**

### **1. DEFINITIONS:**

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

- a) "Corporation" means WushuCanada (Confederation of Canadian Wushu Organizations);
- b) 'Act' means the Canada Corporations Act and any act that may hereinafter be substituted therefore, as from time to time amended;
- c) "Board" and/or "BOD" means the Executive Board of Directors of the Corporation; The Board oversees WushuCanada's affairs. Its primary areas of responsibilities are establishing WushuCanada's vision, mission, values and direction, monitoring the progress of WushuCanada toward its stated goals, and setting the overall strategic objectives. Within these areas of responsibilities the Board approves the strategic and plan for each quadrennial, the annual plan and budget, WushuCanada financial statements and the Auditors' report, and selects BID Cities to go forward on behalf of WushuCanada and its' general membership. The Board is accountable to the PSO Membership and is composed of the Officers or Executive Committee Members along with the Presidents of each recognized Provincial Sports Organization (PSO).
- d) "Officers" or "Executive Committee Members" means the President, the Vice-President Administration, the Vice-President Marketing & Communications, the Vice-President Finance, the Vice-President Competition, and the Vice-President Technical. The Executive Officers of the corporation manage WushuCanada's daily affairs. Its primary areas of responsibilities are to implement and facilitate WushuCanada's vision, mission, values and direction, manage the progress of the WushuCanada toward its stated goals, and setting the overall policy and strategic objectives. Within these areas of responsibilities the Officers approve general policies pertaining to the day-to-day operations of the corporation. The Officers are accountable to the Board of Directors.
- e) "General Meeting" or "AGM" or "Meeting of Members", means an Annual General Meeting of all Members of the Corporation, as provided by these By-Laws;
- f) "General Member" means each member of the Corporation as provided by these By-Laws;
- g) "Provincial Member" or "Provincial Sports Organization Member" or "PSO" means the organization which the Corporation recognizes in accordance with these By-Laws as governing the sport of Wushu in each of the Provinces and Territories of Canada, and represents the members of that Province or Territory in the Board of WushuCanada;
- h) "Club/School Member" means a member of WushuCanada accepted through a recognized PSO that is any for-profit corporate or registered body, which represents itself as one that offers Wushu related programs with similar visions and goals of WushuCanada;
- i) "Recreational Athlete Member" means a member of WushuCanada accepted through a recognized PSO that is any athlete involved in a WushuCanada recognized Organization or Club/School Member that offers a Competitive or Recreational Program that may, or may not be aspiring for National Team and International competition on behalf of Canada;
- j) "Competitive Athlete Member" means a member of WushuCanada accepted through a recognized PSO that is any Athlete involved with WushuCanada related activities aspiring for National Team and International competition on behalf of Canada;

- k) "Coach Member" means a member of WushuCanada accepted through a recognized PSO that is any coach, teacher, instructor or individual involved with WushuCanada related activities who coaches, teaches or instructs Wushu related programs in Canada;
- l) "Official Member" means a member of WushuCanada accepted through a recognized PSO that is any Official involved with WushuCanada related activities who participates in officiating duties for WushuCanada and its PSO related events;
- m) "Volunteer Member" means a member of WushuCanada accepted through a recognized PSO that is any person or individual involved with WushuCanada related activities in a non-athletic, non-coaching or non-officiating capacity;
- n) "Associate Member" means any non-voting membership accepted into WushuCanada whether organizations or individuals whose objectives include the promotion and development of Wushu, but do not fall under any of the other membership classes.
- o) "National Team"
  - i. Men's: Senior, Junior and Pan American, World and Olympic levels
  - ii. Women's: Senior, Junior and Pan American, World and Olympic levels
  - iii. Men's and Women's Traditional or Taiji Wushu Team

## **2. GENERAL**

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

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

### **3. HEAD OFFICE**

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

### **4. CORPORATE SEAL**

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

### **5. FINANCIAL FISCAL YEAR**

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

### **6. BANKING ARRANGEMENTS**

- a) The funds of the Corporation shall be deposited in a chartered bank of Canada in the name of the Corporation.
- b) All cheques shall be signed by any two signatures consisting of one Executive Officer of the BOD plus one other signature as approved by the majority of the BOD. All approved signatures shall be provided to the bank on official letterhead signed by the President and VP Finance and are added or deleted to/from the signature card list at the banking institution under the supervision in person of both the President and VP Finance of the corporation.
- c) The chequing book shall be the responsibility of the VP Finance and shall be kept in the possession of the VP Finance. Cheques may be dispersed by the VP Finance as deemed necessary on behalf of the corporation.

- d) All monies owing to the Corporation shall be due and payable within thirty days of invoicing unless otherwise stipulated.
- e) The corporation has the power to accept donations, gifts, legacies and bequests.
- f) All other detail pertaining to the Banking Arrangements of the Corporations shall be detailed in the Financial Policy of WushuCanada.

## **7. FINANCIAL REPORTING AND AUDITOR**

A minimum financial review engagement will be performed each fiscal year with a full financial audit performed as required for required projects and BOD approved special requests. The financial review engagement of the Corporation shall be forwarded to each PSO member and to the Directors of the Corporation according to the Finance Policy of WushuCanada.

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

### **Responsibilities:**

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

## **8. EXECUTION OF INSTRUMENTS**

- a) Contracts, documents or instruments in writing up to a specified maximum financial commitment as approved and indicated in the finance policy of WushuCanada requiring the signature of the Corporation may be signed by any two (2) Officers and/or approved representatives, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- b) Whereas only one (1) signature is required pertaining to specific documents relating to the daily operations of the corporation up to a maximum financial commitment as indicated in the Finance Policy including but not limited to participation of events and representation of the corporation in government related or non-financial contracts relating to general activities and/or events passed by the resolution of the "EC".
- c) The Board shall have power from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing up to a financial commitment as indicated in the Finance Policy.
- d) Any contracts, documents or instruments in writing pertaining to a financial commitment over the approved and indicated maximum amount in the Finance Policy shall require the signature of any (2) Officers of the Corporation and must be to activities and/or events pre-approved in the minutes of the corporation by the majority of the "EC" and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- e) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- f) The term *contracts, documents and instruments in writing* as used in this By-Law shall include, but is not limited to, deeds, transfers, licenses, documents, and engagements.

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

- a) All proposed amendments to the Objects/By-Laws shall be forwarded, in writing, to the office of the Corporation no later than 60 days prior to the annual meeting at which they will be considered.
- b) All notices of motion to be discussed at the AGM will be forwarded to all accredited delegates not less than 30 days prior to the annual meeting.
- c) By-Laws of the Corporation may be enacted, and the By-Laws repealed or amended by a two-thirds majority of accredited members having the right to vote at a General Meeting.

## **10. DISSOLUTION**

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

## **11. RULES AND REGULATIONS (COMPETITION AND EVENTS)**

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

## **12. POLICY AND PROCEDURES**

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

## **13. OFFICIAL LANGUAGES**

The official language of the Corporation shall be English.

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

## **ARTICLE III MISSION STATEMENTS**

### **14. WUSHUCANADA MISSION, VISION, VALUES AND BELIEFS, CORPORATE GOALS**

#### **MISSION**

WushuCanada, through its Provincial/Territorial members, is a federation of organizations that has as its mission to promote and provide positive and diverse Wushu experiences through the delivery of comprehensive quality Wushu programming by:

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

## **VISION OF WUSHU**

We envision a future where:

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

## **VISION OF WUSHUCANADA**

We envision a future where we:

- I. Provide an appropriate infrastructure at all levels of the organization with clear roles and responsibilities demonstrating/providing:
  - a. That a co-operative and integrated approach among all members is possible and can be successful;
  - b. Opportunities for leadership development at provincial, national levels and beyond;
- II. Stimulate dreams and provide opportunities;
- III. Maintain safe and positive Wushu learning environments;
- IV. Provide quality of coaching & officiating;
- V. Provide challenging and accessible Wushu performance opportunities for the participants;
- VI. Provide entertaining and captivating Wushu experience for its audiences;
- VII. Develop programs and services which are market-driven by the needs of the clubs and participants and led by the expertise and energy of certified coaches;
- VIII. Consolidate the primary target markets which are:
  - a. Parents and their children;
  - b. Athletes with desire and talent and their parents;
  - c. People seeking physical activity and/or volunteer opportunities;
  - d. General public;
- IX. Nurture the full potential of all members;
- X. Promote Wushu as a lifelong activity and lifetime career;
- XI. Recognize the contribution of competent coaches, educators, officials, administrators and volunteers to the success of the development of the sport;
- XII. Promote and provide a unique and positive Wushu "Brand" identity;
- XIII. Develop and promote quality standards in order to better position the "WushuCanada" Brand of Wushu.

## **VISION OF THE ATHLETE**

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



## **VALUES AND BELIEFS**

WushuCanada believes in the following values:

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

## **CORPORATE GOALS**

WushuCanada is committed to the advancement of Wushu in Canada and aspires:

- I. To enable athletes to achieve performance excellence at the International level;
- II. To lead the development of Wushu programs to enable participants to achieve their full potential;
- III. To implement a system of integrated educational programming that will provide participants with quality coaching and officiating;
- IV. To increase our general membership;
- V. To promote participation in Wushu as a life long pursuit;
- VI. To enhance partnerships for effective program delivery;
- VII. To ensure the long-term financial viability and effective management of WushuCanada;
- VIII. To promote a positive image of Wushu in Canada.

## **ARTICLE IV MEMBERSHIP STRUCTURE**

### **15. Membership Types**

WushuCanada memberships shall include PSO and general members as defined and interpreted in the WushuCanada Membership Policy; these include but are not limited to:

- a) PSO Members: Recognized Organizations representing a region or Province;**
- b) General Members: Clubs / Athletes / Judges / Coaches / Volunteers;**
- c) Associate Members: Lifetime / Honorary / Affiliated.**

All memberships are automatic via membership through a respective Provincial Sports Organization; Persons may apply for membership directly through WushuCanada if that persons' residing Province does not occupy a Provincial Sports organization (Vacant). Associate Members are non-voting honorable memberships recognized by WushuCanada based on an individual's contribution to the sport.

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

#### **16. Voting Rights:**

Voting rights at the Annual General Meeting are reserved for accredited delegates of WushuCanada.

- a) Accredited delegates are defined as:
  - i. The President or assigned representative of a PSO member in good standing under WushuCanada Membership Policy with a minimum of 1 registered Club in good standing;
  - ii. Current Executive Committee Members of the BOD.
- b) The number of votes allotted to each accredited delegate is defined under “Article V Meetings”.
- c) All general memberships are automatic via membership through a respective Provincial Sports Organization; Persons may apply for membership directly through WushuCanada if that persons’ residing Province does not occupy a Provincial Sports organization (Vacant). General memberships are of a non-voting capacity.
- d) Associate Members are non-voting honorable memberships recognized by WushuCanada based on an individual’s contribution to the sport.

#### **17. CONDITIONS OF MEMBERSHIP ADMISSION**

- a) Membership Responsibility:
  - i. Any member who accepts membership in the Corporation shall be deemed to have undertaken to abide by the provisions of the By-Laws and corresponding Policy and Procedures detailed in the Operations Manual of the Corporation;
  - ii. Any individual member who assumes the responsibility role of Executive Officer, Director or Committee Member must abide by the responsibilities as indicated in that position. If that member fails to commit or comply with those responsibilities, the BOD retains the right to revoke the title of that position.
- b) Each PSO Member shall submit to the Corporation:
  - i. A statement of the general members of the PSO as at December 31 of the previous membership year in such detail as specified in the “PSO Member Commitment Contract”;
  - ii. A statement setting out the names and addresses of the Officers and BOD of the PSO Members for each year as specified in the “PSO Member Commitment Contract”; and
  - iii. Such other information as the Board may from time to time require as specified in the “PSO Member Commitment Contract”.
- c) Admission of Members
  - i. **Duration** – membership is accorded on an annual basis as specified in the “Membership Policy”, and all Members will be invoiced annually for membership.
  - ii. **Registration**
    - (a) All members must comply with established registration procedure as outlined by the Membership Policy of the Corporation;
    - (b) Submission of a registration form and fee by an individual is an acknowledgement by said individual to abide by the Objects and By-Laws, the Rules and Regulations and Policies of the Corporation as they exist at the date of the application and as amended through specified procedures of the Corporation thereafter;

- (c) All PSO's will be made available/or sent a copy of the current Operations Manual that consists of the Policies and Procedures along with the Rules and Regulations 30 days in advance of registration deadlines. It is the responsibility of all PSO members to be aware of all Policies and Procedures along with the Rules and Regulations that are applicable to their membership and it is the responsibility of the PSO members to share these with their registered members;
- iii. **Admission** – No organization, individual or club will be admitted as a Member unless:
    - (a) The candidate member has made an application for membership in a manner prescribed by the "Membership Policy";
    - (b) The candidate member has been approved as a member by the Board or by any committee or individual delegated this authority by the Board;
    - (c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
    - (d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of the ceasing to be a Member; and
    - (e) The candidate member has paid dues as prescribed by the "Membership Policy".
  - iv. **Failure to be Admitted or Ceasing of Membership** – Where a candidate member is not admitted to membership or is expelled from membership, written reasons will be provided as prescribed by the "Membership Policy" and may include:
    - (a) Personal bankruptcy or suspension of required payments;
    - (b) Candidate member or member has or attains a criminal record.
  - v. **Equality of Members** – All members will be equal before the Constitution and By-Laws of the Corporation and will be free from any political, religious, racial, age or other forms of prejudice.
  - vi. **Fees and Payment**  
The membership fee shall be set by the Board and shall be due on the date(s) set by the Board as prescribed by the "Membership Policy". Changes to the membership fee structure (amounts, schedule of payments, etc.) shall not take effect until specified in the "Membership Policy".
  - vii. **Non-Performance**  
If a Member fails to pay its membership fees in full when due or otherwise fails to abide by the provisions of the By-Laws and the Policy and Procedures of the Corporation, the Board may in its discretion and subject to such terms and conditions as specified in the Policy and Procedures of the Corporation.
  - viii. **Membership Dues**  
As specified in the "Membership Policy" under Fees and Payment.
  - ix. **RESIGNATION, SUSPENSION AND EXPULSION**
    - (a) All Members' resignations must be sent in writing to the head office of the Corporation;
    - (b) Such resignations shall follow the procedures specified in the "Membership Policy";
    - (c) The Board may suspend or expel any member with a 2/3 majority if the member's conduct is deemed by the BOD to be against any of the Policy and Procedures of the Corporation and/or whose conduct is considered prejudicial to the Corporation;
    - (d) The duration and description of any penalty will be according to the "Discipline, Harassment and Appeals" Policy of the Corporation;
    - (e) No refunds of fees will be given with any suspension or expulsion of membership.

**ARTICLE V  
MEETINGS**

**18. COMPOSITION**

The General Meeting shall be composed of:

- a) The current Executive Officers of the Board;
- b) The President of the Provincial Sports Organization (PSO) Members of Provincial and Territorial bodies recognized by the Corporation; or
- c) Appointed Representatives of the PSO Members appointed by the President of the Provincial and/or Territorial body to attend the meeting;
- d) All other non-voting general members of the corporation;
- e) Voting rights will be in accordance with those specified in these By-Laws;
- f) The voting members to the General Meeting must be at least 18 years of age and members of WushuCanada in good standing.

**19. VOTING RIGHT AND PROCEDURES**

a) General Meeting Principles:

- i. WushuCanada values the contributions and input of all of its provincial and territorial (PSO) members, and recognizes that different size provinces have different needs;
- ii. Recognition of membership numbers should be equitable;
- iii. Each Provincial member shall receive additional votes based on the number of paid members they have registered in the previous year to comprise their vote value (As at December 31<sup>st</sup> of each previous year);
- iv. All current Executive Committee Members shall have one (1) vote per person;
- v. Executive Committee Members shall not be the Presidents of any PSO and shall be nominated by the nomination committee and elected into position at the AGM;
- vi. Nominees for the Executive Committee shall be selected from the general membership and must be a member in good standing.

**Formula:**

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

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

001-200	1
201-400	2
401-600	3
601-800	4
801-1000	5

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

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

- i. Current Executive Officers are entitled to one vote each;
- ii. Provincial Representatives are entitled to vote with a vote value as indicated in section 19. a) of these corporation by-laws;

c) Proxy Voting – A voting member may vote by proxy at an Annual General Meeting or Special Meeting if:

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

- d) Scrutineers - At the beginning of each meeting, the Board will appoint three scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- e) Determination of Votes:
  - i. Votes will be determined by a show of any disapproval using a sign indicating a "Red Circle" and a value of votes for those members as indicated in Article V.19. (a) of these by laws;
  - ii. A private recorded ballot may be requested by the majority of those Members voting.
- f) Majority of Votes:
  - i. The passing of all motions at the AGM requires 50+1% approval of its voting members;
  - ii. The value of disapproval of any motion if greater than 40% of the total value of votes at the meeting will trigger an approval count indicated by a show of hands of the voting members and as well a detailed record count of vote value pertaining to the motion.

## **20. GENERAL MEETING QUORUM**

- a) A "General Meeting" quorum shall consist of 50+1% of the vote value of the PSO Members carrying the right to vote; and
- b) At least  $\frac{3}{4}$  of the Board of Directors must be present along with at least 2 of the following Executive Officers; the President, the VP Finance, the VP Administration;
- c) PSO members can only assign their proxy to another PSO member;
- d) PSO members are allowed to carry only one (1) proxy vote (i.e. only one PSO member may carry the vote(s) for only one (1) other PSO member;
- e) All proxies must be in writing and registered with the VP Administration at least 7 days prior to the meeting and that specified in Article V.19.c) of these By-Laws;
- f) Attendance by Telephone - A General Meeting may be attended through telephone conference call or by means of other telecommunications technology as determined by the Chair of the meeting and accepted by a majority of voting members. Any voting member who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Voting members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

## **21. POWERS**

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

- a) The By-Laws and approval of any proposed changes thereof; and
- b) The Executive Committee Members who are responsible for the Policies and Procedures, Rules and Regulations, and Operations of the Corporation.

## **22. GENERAL MEETING**

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

## **23. SPECIAL GENERAL MEETING**

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

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

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

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

### **25. COMPOSITION**

- a) The Executive Committee shall be composed of the following 6 members:
  - i. President/Chairperson; and
  - ii. Vice President of Administration; and
  - iii. Vice President of Finance; and
  - iv. Vice President of Marketing & Communications; and
  - v. Vice President of Competition; and
  - vi. Vice President of Technical.
  
- b) The Board of Directors shall be comprised of the following members:
  - i. The President of each Province's official Wushu PSO with priority to those organizations recognized by its' Provincial Governments Sports Ministry; and
  - ii. The Executives Officers who are elected from the general membership of WushuCanada and who do not occupy any of the PSO President positions.

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

- a) Presidents of each Provincial Sports Organization are provided one seat on the Board of Directors; each Provincial appointee will be assigned a voting right to determine the positions of the Executive Committee as indicated in Article V.19.a).
- b) The Executive Committee "EC" Officers shall be elected at the General Meeting by the accredited voting members in attendance in accordance with the By-Laws of the Corporation;
- c) Nominees for EC positions shall be determined by the nomination committee of WushuCanada as detailed in the Committee Policy of the Corporation;
- d) General Committee representatives shall be appointed to by the Executive Committee during their day to day operations;
- e) Chairs for all Standing Committees shall be assigned into their committee at the General Meeting by the BOD;
- f) Standing Committees are those recognized as permanent requirements of WushuCanada and can only be created or dissolved with a majority vote of all accredited voting members at a general meeting;
- g) The EC has the right to increase the number of General Committees as deemed necessary and retains the power to create or dissolve any General Committee with a majority vote of the Officers during an EC meeting;
- h) Descriptions and responsibilities of all Committees are detailed in the Committee Policy;
- i) Standing Committees include but are not limited to:
  - i. WushuCanada Nomination Committee
  - ii. WushuCanada Duanwei Recognition Awards Committee
  - iii. WushuCanada Technical Committee
  - iv. WushuCanada Competition Committee
  - v. WushuCanada International Relations and Affairs Committee

## **27. TERM OF OFFICE**

### Tenure and Election of Officers

- a) The following positions shall be elected for a two year term at the AGM as outlined below:
  - i. President/Chairperson – even years
  - ii. Vice President of Administration – odd years
  - iii. Vice President of Finance – even years
  - iv. Vice President of Marketing & Communications– odd years
  - v. Vice President of Competition – odd years
  - vi. Vice President of Technical – even years
- b) The officers of the Corporation will be elected at the AGM every 2 years from the date of applicable amendments of Corporation By-Laws;
- c) A member may be nominated, in writing, thirty (30) days prior to the AGM, by the Nomination Committee;
- d) All such written nominations should be in the hands of the President or Vice President Administration but not staff, no later than thirty (30) days prior to the AGM and discussed through the Nomination Committee;
- e) It is strongly recommended that the President and Vice President Administration of the organization have previous experience on the BOD;
- f) It is strongly recommended that EC members be nominated from the pool of previous EC members or committee members with prior experience to the sport, either Provincially, Nationally or Internationally;
- g) Any given EC position can have an unlimited term of service provided that the position is voted in according to the terms of these by-laws;
- h) EC members may remain on the BOD as elected by the membership during election years;
- i) All EC Officers must come from registered PSO's that have been members of the Corporation in good standing;
- j) The term of office for the Executive Committee Members shall begin at the close of the AGM at which they are confirmed in their position through election according to these By-Laws.

## **28. EXECUTIVE COMMITTEE MEETINGS**

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

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

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

- a) Number of Meetings - The EC will hold meetings a minimum of once every two (2) months or when deemed to be necessary;
- b) Call of Meeting - The meetings of the EC will be at the call of the President or by the VP Administration on direction in writing from a majority of Officers;
- c) Absence – In the absence of the President, his duties may be performed by such other Officers as the EC may from time to time appoint;
- d) Notice - Notice of EC meetings will be given to all Officers at least seven (7) days prior to the date of the meeting unless the meeting is held immediately following the annual general meeting of the Corporation;
- e) No Notice- A meeting of the EC may be held for any purpose at any time without notice if all members entitled to notice are present in person, or if a quorum is present in person and those absent have provided consent to the meeting being held in their absence;
- f) Quorum - At any meeting of the EC, quorum will consist of a majority of Officers holding office;
- g) Resolutions - Unless specified otherwise, questions will be decided by Ordinary Resolution. Only in the event of a tie will the President cast a vote. Voting will be by a show of hands unless a majority of Officers present request a secret ballot;

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

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

## **29. DIRECTORS MEETINGS**

- a) Number of Meetings - The Board will hold meetings a minimum of once every year prior to the AGM or when deemed to be necessary;
- b) Call of Meeting - The meetings of the Board will be at the call of the President or by the VP Administration on direction in writing from a majority of directors base on their accredited vote value as per Article V.19.a) of these By-Laws;
- c) Absence – In the absence of the President, his duties may be performed by such other officers as stated in these By-Laws;
- d) Notice - Notice of board meetings will be given to all Directors at least thirty (30) days prior to the date of the meeting unless the meeting is held prior to annual general meeting of the Corporation;
- e) No Notice- A meeting of the board of directors may be held for any purpose at any time without notice if all members entitled to notice are present in person, or if a quorum is present in person and those absent have provided consent to the meeting being held in their absence;
- f) Quorum - At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office including at least  $\frac{3}{4}$  of the EC.
- g) Resolutions - Unless specified otherwise, questions will be decided by Ordinary Resolution. In the event of a tie the President will then vote. Voting will be determined by a show of any disapproval using a sign indicating a “Red Circle” and a value of votes for those members as indicated in Article V.19.a) of these By-Laws. A private recorded ballot may be requested by the majority of the Board;
- h) Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology as determined by the Chair of the meeting and accepted by a majority of Directors. Any Director who is unable to attend a meeting may



participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting;

- i) Written Resolution - A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors is as valid and effective as if passed at a meeting of Directors;
- j) Voting – The President is only entitled to vote in the case of a tie. Unless specified otherwise, each other Director is entitled to one vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution;
- k) Substitute Voting – A director entitled to vote at a meeting of directors may appoint any other general member in good standing to attend and act in the same manner with the same power as if the director were present at the meeting if:
  - i. The proxy is received by the President or VP Administration prior to the start of the meeting; and
  - ii. The proxy is in writing under the hand of the appointing director or his attorney; and
  - iii. The proxy clearly states the date and the specific meeting; and
  - iv. The proxy signature matches the signature of the “Executive Officer Contract”; and
  - v. The member only carries one proxy and does not represent more than one director;
- l) Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board;
- m) Minutes – The VP Administration will keep minutes of all Board meetings and distribute such minutes to all Directors of the Board.

### **30. POWERS**

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

### **31. DIRECTOR VACANCIES**

The office of Director shall be automatically vacated;

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

### **32. REMUNERATION OF DIRECTORS**

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

### **33. RESTRICTION**

Full or part time employees of the Corporation cannot sit on the Board; only Recognized PSO Presidents and elected members in good standing of the Corporation may sit on the Board.

### **34. COMMITTEES AND COMMISSIONS**

The President, with the approval of the Executive committee, may appoint committees, and commissions to deal with specialized areas of activity of the Corporation. The President or his/her

representative will be an ex-officio member of all committees and commissions.

a) Committees:

The EC may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these By-laws. The basic committees overseen each by one Executive Member and an appointed chairperson are as follows:

- i. Discipline and Appeals, Nominations – President
- ii. Finance – VP Finance
- iii. Competitions and Events – VP Competition
- iv. Athletes, Coaching and Officiating Regulations – VP Technical
- v. PSO Development – VP Administration
- vi. Marketing and Communications – VP Marketing & Communications

b) Commissions:

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

- i. Medical Commission
- ii. Sanctioning Commission

c) Terms of Reference - The EC will establish the terms of reference and operating procedures for all Committees and Commissions, and may delegate any of its powers, duties or functions to any Committee or Commission.

d) Chairs - The EC will appoint a Chair for each Committee and Commission.

e) Quorum - A quorum for any Committee or Commission will be the majority of its voting members.

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

g) Removal - The EC may remove any member it has appointed to any Committee or Commission.

h) Committee Policy - The Committee Policy shall detail the responsibilities and procedures for all Standing and General Committees and Commissions of WushuCanada.

### **35. Conflict of Interest**

Conflict of Interest - A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Executive Committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

**ARTICLE VII  
EXECUTIVE OFFICERS AND DIRECTORS**

**36. OFFICERS**

- a) The 6 (six) Officers of the Corporation shall be the President/Chairperson, the Vice President of Administration, the Vice President of Finance, the Vice President of Corporate Affairs, the Vice President of Competition and the Vice President of Technical; The Officers of the corporation are members of the "EC" or Executive Committee and are also directors of the corporation;
- b) The Executive Officers shall be elected by the accredited voting members of the corporation as per Article V.19.a) of these By-Laws and upon election shall hold the powers of the Executive Committee "EC" of the Corporation;

**37. DIRECTORS**

- a) The Provincial Sport Organization Members recognized by its' Provincial Governments Sports Ministry will automatically retain a seat on the Board of Directors;
- b) The Provincial Sport Organization Members not yet recognized by its' Provincial Governments Sports Ministry may attain a seat on the Board of Directors upon approval by the accredited voting members of the AGM;
- c) Executive Committee Members elected at the AGM retain a seat on the Board.

**38. REMOVAL OF OFFICERS and DIRECTORS**

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

**39. REMUNERATION**

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

**ARTICLE VIII  
DUTIES OF OFFICERS**

**40. PRESIDENT**

- a) The President shall be the Chief Executive Officer and the Chair of the Corporation and shall be responsible for the management and supervision of the affairs and operations of the Corporation;
- b) The President of the Corporation and Board shall be the chief representative of the Corporation, shall preside at all meetings of the Corporation, shall be responsible for the operation of the Board, and shall exercise such other powers as conferred upon him by the By-Laws and the Board;
- c) To uphold the mission and mandate of WushuCanada in all decisions within the mandated term of office;
- d) To represent WushuCanada at the National and International level.
- e) To represent or appoint the Corporation in all dealings with the International Wushu Federation (IWuF), Canadian Olympic Committee and other government bodies, foundations, sanctioning bodies;
- f) To be the spokesperson for the Corporation to both external and internal stakeholders;
- g) As the Chief Executive Officer, the spokesperson, and the Chairman of the Board of the Corporation, the said individual will provide leadership in the strategic planning of the organization in all areas of development;

- h) To appoint skilled individuals to specific commissions, committees and Director portfolios;
- i) To provide the Board of Directors with all relevant information, decisions, and developments of the Corporation;
- j) Shall ensure that the discipline and appeals processes are functioning effectively;
- k) To oversee the Nomination Committee and provide guidance towards its function.

**Qualifications**

- i) Must be from a government recognized PSO Member;
- ii) Must possess knowledge and experience towards government relations and process;
- iii) Experience in International Wushu Games at a managerial position of authority with knowledge of relations with Wushu governing bodies;
- iv) Recommend a minimum of two-year's experience on Board of Directors;
- v) Experience in the not-for-profit and sporting sector is highly recommended.

**41. VP ADMINISTRATION**

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

**Qualifications**

- i) Must be from an Active PSO Member;
- ii) Recommend a minimum of two-year's experience on Board of Directors;
- iii) Experience in the not-for-profit and sporting sector is highly recommended;
- iv) Must have a minimum certification of Level I Coaching or Officiating;
- v) Must possess exceptional organizational and administrative knowledge;
- vi) Must possess knowledge and experience towards government relations and process.

**42. VP FINANCE**

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

#### **Qualifications**

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

#### **43. VP MARKETING & COMMUNICATIONS**

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

#### **Qualifications**

- i) Must be from an Active PSO Member;
- ii) Must have a demonstrated background in marketing and promotions;
- iii) Recommend a minimum of one-year experience on National or Provincial Wushu related committee, commission or Board of Directors;
- iv) Experience in the not-for-profit and sporting sector is highly recommended;
- v) Experience in Press writing, fundraising and event organization is highly recommended.

#### **44. VP COMPETITIONS**

- a) To work with the VP Technical to develop and review policies related to all competitions, tournaments in Canada;
- b) To oversee the organization of all National tournaments and competitions;
- c) To oversee the promotion and implementation of the annual National Championships;
- d) To establish and oversee National rankings and results;
- e) To establish and review policies related to safety and medical issues;
- f) To establish and review screening policies and programs;
- g) To establish and review with the VP Technical all rules and regulations of Wushu in Canada.

#### **Qualifications**

- i) Must be from an Active PSO Member;
- ii) Recommend a minimum of two years experience on Provincial or National Board of Directors, committee or commission;
- iii) Experience in the not-for-profit and sporting sector is highly recommended;
- iv) Recommended experience in event management or production;
- v) Must have a minimum certification of Level III Coaching or Officiating.

#### **45. VP TECHNICAL**

- a) To review all Officials courses, materials, certifications on an annual basis and suggest changes, additions or modifications to the EC and to the Board of Directors;
- b) To provide feedback on the accreditation process for all Officials;
- c) To provide feedback on the performances of all certified or probationary officials to the EC and to the Board of Directors;
- d) To assist in the instruction of Official courses;
- e) To develop a strategic plan for the development of a pool of officials across Canada;
- f) To review all coaching courses, materials, certifications on an annual basis and suggest changes, additions or modifications to the Executive Committee;
- g) To provide feedback on the accreditation process for all coaches;
- h) To provide input on any disciplinary actions filed against a registered coach;
- i) To oversee the program for the instruction of all WushuCanada Coaching courses;

- j) To work with PSO members to develop a strategic plan for the development of a pool of officials across Canada;
- k) To keep up to date with changes and alterations to International rules and competition procedures and regulations;
- l) To work with the WushuCanada Technical Committee in National Team Selection format and criteria;
- m) To work with the VP Competition to develop and review policies related to all competitions, tournaments in Canada;

**Qualifications**

- i) Must be from an Active PSO Member;
- ii) Recommend a minimum of two year's experience on Provincial or National Board of Directors, committee or commission;
- iii) Experience in the not-for-profit and sporting sector is highly recommended;
- iv) Recommended experience in International Officiating and Competition Management;
- v) Must have a minimum certification of Level V Coaching or Officiating.

**46. AGENTS AND ATTORNEYS**

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

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

**47. INDEMNITY**

Every Director of the Corporation and his heirs, executors, and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

**48. LIMITATION OF LIABILITY**

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

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

**49. AUTHORITY**

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