



TEAM CANADA ARMWRESTLING FEDERATION BYLAWS November 2023

GENERAL

Team Canada Armwrestling Federation is the official title. Through these bylaws, the acronym "TCAF" will be used to designate the Team Canada Armwrestling Federation. This title may be changed only by a majority vote of TCAF executive.

SYMBOL

Is the Team Canada Logo displayed on this page.

PURPOSE

1. The business purpose of the TCAF is to oversee organization, promotion, coaching and refereeing of the sport of armwrestling in Canada.
2. Setting out guidelines for the provinces and regions to abide by in regard to all armwrestling nationally.
3. Issuing, setting and modifying rules for armwrestling to be used nationally.
4. Establishing a method of funding for the TCAF and affiliated Associations and Clubs in Canada.
5. Maintaining close contact with the World Armwrestling Federation (WAF) & North American Armwrestling Federation (NAAF) and coordinating communication between the two Federations.

GENERAL PROVISIONS

6. TCAF is a non-profit organization. Any member of the Executive, Directors, Advisory Committee and Sub-Committees are elected and serve on a voluntary basis. They do not receive a salary, nor will they profit financially from carrying out their duties as TCAF Committee Members. In retrospect, it is also expected that they will not bear costs personally of operating TCAF from day to day. These costs are to be approved by the membership at the annual general meeting (AGM).
7. TCAF is a non-bias organization. Decisions will not be based on religious, political or racial backgrounds. Discrimination will not be tolerated in the TCAF organization.
8. TCAF may be associated with any organization that will benefit armwrestling.
9. TCAF headquarters will be where the TCAF membership deems it to be the most practical, based on good business sense.
10. Any dispute in interpretation of the constitution statutes and bylaws will be handled by the Executive Committee.
11. Clarification will be presented to the TCAF membership to be ratified and documented as a letter of understanding which will form part of the constitution.

LANGUAGE

12. The official language of TCAF is English. All publication, correspondence, reports, scoring, refereeing, coaching and The AGM proceedings will be in English.

MEMBERSHIP

13. TCAF has one class of members which includes athletes, coaches, referee's and promoters.
14. Dues – Membership dues will be determined from time to time by the Board.
15. 2023 – Dues are \$100 for renewal and \$150 for new members payable at the North American Championships
16. Transfers – Membership is not transferable
17. Good Standing is maintained by adhering to the TCAF Bylaws, policies, procedures and rules & regulations

TERMINATION OR SUSPENSION

18. Disciplinary action can be taken against any member of the TCAF who contravenes the TCAF Code of Conduct, Bylaws or Rules and Regulations
19. Any athlete or official who threatens or uses abusive language against or directed to, another athlete or official can be disciplined.
20. Any athlete or official who acts in a manner that brings dishonor to the TCAF may be subject to discipline.
21. Any athlete, official or Province that is served with a disciplinary notice has the right to file a defense. The defense will be heard first by the Executive and can be appealed to the Directors & Advisory Committee at the next AGM or sooner if necessary, by electronic means. The Directors & Advisory Committee will hear both sides and render a decision.

MEETING OF THE MEMBERS

22. Meetings of Members will include Annual Meetings and Special Meetings.
23. **Special Meetings** - A Special Meeting of the Members may be called at any time by the Executive or upon the written requisition of Members. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
24. **Timing of Meetings** - TCAF will hold meetings of Members at such date, time and place as determined by the Executive. The Annual Meeting will be held within 12 months of the last Annual Meeting
25. **Meeting by Electronic Means** - A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
26. **Participation** - Any Committee Member may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Federation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
27. **Notice** - will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
 - a) Email to each Member entitled to be at the meeting, at least 30 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each Member entitled to be at the meeting, at least 21 days before the day on which the meeting is to be held.
28. **Attendance** - Persons entitled to be present at a meeting of Members are the Executive, the Directors, members of the Advisory Committee and members of any sub-committees. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the Meeting.
29. **Adjournment** - Any meetings of Members may be adjourned any time and place as determined by the Executive and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.
30. **Quorum** for a Meeting of Members will be a majority of Executive & Directors

31. **Voting** - Each Executive is entitled to one vote. There will be no proxy voting. Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret ballot is requested by a Member. Except as otherwise provided in the Act or these Bylaws, the majority of votes cast will decide each issue. In the case of a tie, the President will decide.

GOVERNANCE

32. **Composition of the Board** will consist of six (6) Directors— President, Vice President, General Secretary, Referee in Chief, Social Media Director and Team Captain.
33. **Advisory Committee** will consist of the President of each Provincial Association – Each member of the Advisory Committee will have a seat at the Annual General Meeting with the purpose of advising the Board the wishes of its members
34. **Committees** may be created by the Board as need arises.
35. **Eligibility** – Any member in good standing may be nominated for elections as a Director
36. **Nomination** - Any nomination of an individual for election must include the consent of the individual and, must be submitted to the General Secretary 30 days prior to the Annual Meeting.
37. **Distribution of Nominations** - Nominations will be circulated to the Members 21 days prior to the AGM, and elections will take place by show of hands unless a ballot is requested by 50% of Directors. Winner will be declared by ordinary resolution.
38. **Term** - Directors will hold office for a term of four (4) years and will hold office until their successors have been duly elected in accordance with the Bylaws, unless they resign, are removed from, or vacate their office.
39. **Resignation** - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board.
40. **Removal of Directors** - A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the
41. **Suspension** – A Director may be suspended, pending the outcome of a discipline hearing, by a Special Resolution of the Board at a Board Meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.
42. **Vacancy** - if a vacancy occurs for any reason, the Executive by majority vote may, by appointment, fill the vacancy with a member of TCAF.
43. **Meeting of the Board** - The Chair or any two Directors may call a meeting of the Board.
44. **Notice of Meetings of the Board** - Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.
45. **Quorum at Meetings of the Board** - At any meeting of the Board, quorum will be a majority of Directors holding office.
46. **Meetings of the Board by Electronic Means** - A meeting of Directors may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
47. **In accordance with applicable in Federation legislation** and with these Bylaws. The Executive is empowered to make policies and procedures to manage the affairs and organizations, to discipline Member, and to manage and handle disputes within the organization. More specifically, the Executive will:
- Approve the vision, mission, values and strategic direction of TCAF;
 - Approve policies and procedures to deliver the programs and services of the TCAF

- c) Provide continuity for the TCAF by overseeing its financial health
- d) Oversee the operations of the TCAF
- e) Ensure positive relationships with stakeholders; and
- f) Perform any other duties from time to time as may be in the best interests of the TCAF

Directors

48. **Directors** – of the Board are the President, Vice-President, General Secretary, Referee in Chief, Team Captain and Social Media Officer.
49. **Chair Terms** – The term of the Chair and Vice-Chair will be four (4) years or until they or their successors are elected or appointed, unless they are no longer a Director and their position as a Chair or Vice-Chair will cease on the date the person is no longer a Director. The Chair and the Vice-Chair will be elected in alternate years to each other. There is no limit to the number of terms a Chair or a Vice-Chair can be elected.
50. **Election** – The Chair and Vice-Chair will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of Directors whenever a Chair or Vice-Chair position is vacant, the Directors will elect a Director to fill the vacant position. They shall take office immediately.
51. **Voting** – Directors may nominate themselves for any Officer position. Elections will be decided in accordance with the following:
- a) One Valid Nominee for an Office – Winner declared by acclamation.
 - b) Two or More Valid Nominees – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.
52. **Removal** – An Officer may be removed by Ordinary Resolution at a meeting of the Board, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.
53. **Duties of the President** - The *President* will be responsible for the general supervision of the affairs of the Federation, will preside at the Annual and Special Meetings of the Federation and at meetings of the Board, will be responsible for the operation of the Board, will be the official spokesperson of the Federation, and will perform such other duties as may from time to time be established by the Board.
54. **Duties of the Vice-President** - The *Vice-President* will assume the duties of the Chair in the absence, inability or refusal to act of the Chair, will be the liaison for the Provincial Advisory Committee and will perform such other duties as may from time to time be established by the Board.
55. **Duties of the General Secretary**, - will have charge of the minute books of the Federation and the documents and registers required to be maintained under the Act. The Secretary will give, or cause to be given, notices of all meetings of the Members and of the Board, will certify all documents of the Federation which require certification, and will perform such other duties as may from time to time be established by the Board. The General Secretary will also see that proper accounting records as required by the Act are kept, will be the Chair of the Finance and Audit Committee, will be depositing all monies received by the Federation into the Federation's bank account, and when requested will provide the Board with an account of financial transactions and the financial position of the Federation, and will perform such other duties as may from time to time be established by the Board.

COMMITTEES

56. **Appointment** - The Board may appoint such Committees as it deems necessary for managing the affairs of the Federation and may appoint 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 the Act or these Bylaws. At a minimum, the Federation will have a Finance and Audit Committee and a Nominating Committee.
57. **Quorum** - A quorum for any Committee will be the majority of its members.
58. **Terms of Reference** - The Board will establish the terms of reference for all Committees.
59. **Vacancy** - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term. The Board may remove any member of any Committee.

60. **President or Vice President as Ex-Officio** - The President or Vice President will be an ex-officio and non-voting member of all Committees of the Federation.

Conflict of Interest

61. **Conflict of Interest** - In accordance with the Act, a Director, 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 Federation will comply with the Act and the Federation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

Finance

62. **Fiscal Year** - The fiscal year of the Federation will be March 1 to Feb 28, or such other period as the Board may from time to time determine.
63. **Banking** - The banking business of the Federation will be conducted at such financial institution as the Board may designate.
64. **Financial Statements** - The Federation will send to the Members a copy of the annual financial statements before the Annual Meeting pursuant to the notice provisions set out in these Bylaws.
65. **Books and Records** - The necessary books and records of the Federation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Federation will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Federation in accordance with the Act.
66. **Signing Authority** - The Chair and General Secretary will have authority to sign for and on behalf of the Federation all instruments and contracts. The Board may establish different signing authorities for cheques and other banking documents as it deems appropriate. From time to time the Board may, by resolution, appoint a Director to sign a specific instrument or contract on behalf of the Federation. Any instruments or contracts so signed will be binding upon the Federation without any further authorization or formality.
67. **Purchasing** - The Federation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
68. **Borrowing** - The Federation may invest and may borrow funds upon such terms and conditions as the Board may determine.
69. **No Remuneration** - All Directors who are not employed by the Federation, and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

Amendment of Bylaws

70. **Amendment** - These Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Bylaw, amendment or repeal. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

Fundamental Changes

Fundamental Changes - In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Federation

- a) Change the Federation's name.
- b) Change the province in which the Federation's registered office is situated.
- c) Add, change or remove any restriction on the activities that the Federation may carry on.
- d) Create a new class or group of members.

- e) Change a condition required for being a member.
- f) Change the designation of any class or group of members or add, change or remove
 - a) any rights and conditions of any such class or group.
- g) Divide any class or group of Members into two or more classes or groups and fix the
 - b) rights and conditions of each class or group.
- h) Add, change or remove a provision respecting the transfer of a membership.
- i) Increase or decrease the number of — or the minimum or maximum number of directors.
- j) Change the statement of the purpose of the Federation.
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members.
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

Notices

67. **Type of Notice** - In these Bylaws, written notice will mean notice, which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.

71. **Date of Notice** - Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.

72. **Omission of Notice** - The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Federation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

Indemnification

73. **Indemnification** - The Federation will indemnify and hold harmless out of the funds of the Federation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. The Federation will maintain Directors and Officers liability insurance.

74. **No Indemnification** - The Federation will not indemnify a director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

Adoption of these Bylaws

75. **Ratification** - These Bylaws were ratified by a Special Resolution of the Members of the Federation at a meeting of Members duly called and held on December 15, 2023.

76. **Repeal of Previous Bylaws** - In ratifying these Bylaws, the Members of the Federation repeal all prior Bylaws of the Federation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Ratified on November 28, 2024
Ottawa, Ontario

Joey Costello
President
Team Canada Armwrestling Federation

Lise Blanchard
General Secretary
Team Canada Armwrestling Federation