CANADIAN STRENGTH AND CONDITIONING ASSOCIATION

CONSTITUTION

AND

BYLAWS

Version: 11-1-22

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CANADIAN STRENGTH & CONDITIONING ASSOCIATION
CONSTITUTION AND BY-LAWS

CONSTITUTION

ITEM I.

Name of the Corporation

The name of the Corporation is the "Canadian Strength & Conditioning Association" also known as the CSCA

ITEM II.

Objects of the Corporation

a. To create, organize, and promote a network of strength and conditioning professionals in Canada, and Canadians working abroad,

b. To seek support from, and work cooperatively with, other sporting organizations, groups and individuals, to promote performance training in Canadian sport,

c. To provide opportunities for individuals to become educated in the professional practice of strength and conditioning,

d. To create, promote and uphold the standards of practice for strength and conditioning professionals, and

e. To aid in the growth of the strength and conditioning profession through employer education, targeted marketing, and communal learning.

ITEM III.

Not-For-Profit Status

The CSCA does not have a purpose of financial gain for its members. Profits or other accretions shall be reinvested into the corporation. In the event of dissolution of the corporation all remaining assets shall be distributed creditors.

Head Office

The head office of the Corporation shall be located as stated in the By-laws.

BY-LAWS

ARTICLE I. GENERAL

Section 1.01 Purpose

These Bylaws relate to the general conduct of the affairs of the Canadian Strength and Conditioning Association, a not-for-profit corporation incorporated under the Canadian Not-for-profit Corporations Act (S.C. 2009, c. 23 Assented to 2009-06-23)

Section 1.02 Definitions

The following capitalized terms used throughout these Bylaws will have these meanings:

a. Act: The Canadian Not-for-profit Corporations Act.

b. Corporation: Shall mean Canadian Strength & Conditioning Association.

c. Annual General Meeting (AGM): A statutory meeting held once a year for all members, where delegates approve the accounts, adopt the annual report, confirm the appointment of auditors and elect or re-elect Directors of the Corporation, according to these Bylaws. Roberts Rules of Order (concise version) will be utilized unless otherwise agreed upon prior to the start of the meeting.

d. Director: An individual appointed or elected by the corporation under section 281 of the Canada Not-for-profit Corporations Act, to serve on the Board of Directors according to these Bylaws.

e. Board of Directors or Directors: The Board of Directors of the Corporation.

f. Directors Meeting: A meeting of the Directors of the Corporation, called according to these Bylaws, to conduct the business of the Corporation.

g. Constitution: The Constitution of the Canadian Strength and Conditioning Association describes its name, objects and Head Office location as filed with the Government of Canada and complies with the Canadian Not-for-profit Corporations Act.

h. Days: Shall mean total days, irrespective of weekends or holidays.

i. Delegate: Is a person who is selected to represent a Member at meetings of Members or when a Special Resolution is confirmed in writing. A Delegate will have the right to vote by proxy as granted (in writing) by the Member they represent.

j. Member: Unless stated otherwise, a Member means a Member in good standing.

k. Member in Good Standing: A Member in good standing is a person that has met all requirements for Membership according to the Corporation Policy.

l. Executive: An individual appointed to serve as an Executive Director of the Corporation according to these By-laws.

m. Ordinary Resolution: A resolution passed by no less than a majority of the votes cast at a meeting of the Board, a meeting of Members, or a Regional meeting of Members for which proper notice has been given.

n. Policies: A set of rules that adhere to these Bylaws, regulate the actions of Directors, Officers, Members and staff of the Corporation, and have been approved by the Board of Directors.

o. Registered Address: The most recent address of record in the register of the Corporation.

p. Special General Meeting: A meeting of Members, held between two Annual General Meetings, to deal with urgent matters and called according to these Bylaws.

r. Special Resolution: A resolution passed by no less than two-thirds of the votes cast at a meeting of the Board, a meeting of Members, or a Regional meeting of Members for which proper notice has been given.

s. Auditor: A person with accounting, book keeping and / or financial consulting experience.

Section 1.03 Head Office

The head office of the Corporation shall be located in 500 Denison St., Markham, in the regional municipality of York and the province of Ontario.

Section 1.04 No Gain for Members

The Corporation shall be carried on without the purpose of financial gain for its Members and any profits or other increases in assets of the Corporation shall be used in promoting its objects.

Section 1.05 No Remuneration

All Directors, Officers and members of committees shall serve their terms of office without remuneration except for the reimbursement of reasonable expenses in accordance with the Policies approved by the Board.

Section 1.06 Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to organizations whose mandates are beneficial to the community and that carry on their objectives solely in Canada.

Section 1.07 Interpretation of Words Used

In these By-laws, words stating the male gender shall include the female gender as well as corporate bodies (i.e. clubs), and words stating the singular shall include the plural and vice-versa.

Section 1.08 Ruling on By-laws

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

ARTICLE II. SUBSCRIPTION AND MEMBERSHIP

Section 2.01 Subscription

Subscription to the Canadian Strength and Conditioning Association's electronic newsletter is open to all, without exception, and without cost.

Section 2.01.1 Membership

Membership in the Canadian Strength and Conditioning Association shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission is approved according to the Policies and Standards of the Corporation and who has paid the dues (i.e., in fees or services rendered) for active status.

Section 2.02 Category of Membership

The Corporation has one class of Membership:

a. General Member

Section 2.03 Description of Membership Class

The description of the membership class is:

General Member: An individual interested in obtaining strength and conditioning resources that help to develop and advance performance for individuals and teams of all levels and abilities. This individual is actively engaged in strength and conditioning as an employer, employee, leader or learner, has paid their dues to the CSCA and maintains the Standards required for active status.

Section 2.04 Admission of Subscription and Membership

Subscribers to the newsletter and the process for application of membership shall be determined according to the Policies of the Canadian Strength and Conditioning Association. The Board of Directors shall be the final arbiter when doubt arises as to an applicant's qualification.

Section 2.05 Membership Dues

All Members shall pay dues as approved by the Board of Directors and as described in the Canadian Strength and Conditioning Association Membership Policy.

Section 2.06 Resignation from Membership

Members may resign from the Corporation by giving written notice to the Board. Where a Member, who is subject to a disciplinary investigation or action of the Corporation, resigns that Member shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Section 2.07 Failure to Pay Dues

A Member may be suspended or expelled from, or have restrictions or sanctions imposed by, the Corporation for failing to pay Membership dues in accordance with the Canadian Strength and Conditioning Association's Membership Policies.

Section 2.08 Discipline

The Corporation may discipline Members (i.e., revoke membership), who do not abide by the Corporation's Policies and Standards of Practice relating to conduct and discipline of Members.

ARTICLE III. VOTING RIGHTS AND DELEGATES

Section 3.01 Voting Rights of Members

The voting rights of members is as follows:

An active Member in good standing has the right to select a Delegate to represent these Members at meetings of Members. Each Member, or selected Delegate, is entitled to one vote.

Section 3.02 Exercise of Voting Rights

At the Annual General Meeting, all Members elect Directors, who are not appointed or ex officio, and vote on other business requiring the approval of the Membership.

Section 3.03 Number of Delegates

Each Member can select one (1) Delegate to represent their one (1) vote.

Each Delegate receives one (1) vote at all meetings of Members.

Section 3.04 Authority of Members

The authority of Members at meetings shall, for all purposes, be considered to be a meeting of Members and shall have all the powers of such a meeting, one (1) vote.

Section 3.05 Registration of Delegates

Active Members shall register their Delegates by submitting documentation for request of vote transfer ten (10) days prior to meetings as outlined in the Canadian Strength and Conditioning Association policy on voting.

Section 3.06 Voting Rights of Members/Electronic Voting

Each registered Member shall have one (1) vote. Voting does not have to be done in person and can be done electronically in a method that is approved by the Board of Directors. Members wishing to vote electronically must register with the Canadian Strength and Conditioning Association ten (10) days prior to the meeting.

ARTICLE IV. MEETINGS OF MEMBERS

Section 4.01 Types of Meetings

Meetings of Members shall include Annual General Meetings and Special General Meetings.

Section 4.02 Time and Place of Members Meetings

The date, time, and place of any meeting of Members shall be determined by the Board of Directors.

Section 4.03 Method of Giving Notice of Members Meetings

Notice of the time, date, and place of any Members' meeting shall be emailed no less than (30) days prior to the date of the meeting. Notice must be sent to all Members at their registered email address.

Section 4.04 Date of Notice

Date of notice shall be the date on which receipt of the notice is confirmed electronically within five (5) days after the date the email is received.

Section 4.05 Error in Notice

The accidental omission to give notice of a meeting of the Members, the failure of any Member to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.

Section 4.06 Annual General Meeting (AGM)

The Corporation shall hold an Annual General Meeting of Members which shall be held no later than six (6) months after the end of the previous fiscal year end (September 30th). Business conducted at the Annual General Meeting will include:

a) Approval of the minutes from the previous AGM
b) Election, confirmation or appointment of Directors
c) Presentation of the financial statement and financial position of the Corporation to its Members
d) Other business conducted at the Annual General Meeting may include:
    i) presentation of resolutions that require approval of by the Membership
    ii) Special group or identified Committee reports
    iii) information about the Corporation of interest to Members

Section 4.07 Information

Suggested amendments to the Bylaws must be sent to the Board twenty-one days (21) prior to the AGM. If the business to be conducted at the Annual General Meeting includes amendments to the Constitution or By-laws, the notice must include details of the proposed resolution. Information about other business to be conducted should be provided with the notice or as soon as possible thereafter.

Section 4.08 Special General Meetings (SGM)

A Special General Meeting of the Members may be called at any time by the President, with approval from the Board of Directors, or upon the written requisition of 50 percent or more of the Voting Members of the Corporation.

Section 4.09 Information about Special General Meetings

Information about all business to be considered by the Members at a Special General Meeting must be sufficient to permit the Members to form a reasoned judgement on the decisions to be taken.

Information about business to be considered must be received in writing by the President not later than fifteen (15) days prior to the Special General Meeting and sent to the Membership as soon as possible thereafter.

Section 4.10 Attendance, Discussion and Voting

All Members of the Corporation are entitled to attend any Members' Meeting and participate in the discussion. All Members, or their Delegates, are entitled to one (1) vote.

Attendance via electronic medium will be permitted if preceded by a request for virtual attendance using the documentation outlined in the Canadian Strength & Conditioning Association policy on voting ten (10) days prior to the meeting.

Voting on motions put forward at a Special General Meeting may be conducted by electronic means approved by the Board of Directors. Members (or Delegates) wishing to vote electronically must register with ten (10) days prior to the meeting as outlined in the Canadian Strength & Conditioning Association policy on voting.

Section 4.11 Quorum Members' Meetings

Quorum at a general meeting shall be those Members or Delegates present (in person or phone or electronically) with a minimum of 30 voting members being required to establish quorum.

During executive meetings, a quorum will be commensurate with the number of serving directors, as such:

i. Seven (7) Directors, a quorum of four (4)
ii. Six (6) to four (4) Directors, a quorum of three (3)
iii. Three (3) Directors, a quorum of two (2)

Section 4.12 Decision by Majority Vote

Unless otherwise specified, questions at meetings shall be decided by majority vote, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands, or a secret ballot, or electronic, or phone, as approved by the Board of Directors, and notification of such will be given to Members thirty (30) days prior to the AGM and seven (7) days prior to SGM.

Section 4.13 Adjournment

A meeting may be adjourned from time to time and from place to place, but no business shall be transacted when an adjourned meeting reconvenes other than the business left unfinished at the original meeting. When a meeting is adjourned for fifteen (15) days or more, notice of the reconvening of the adjourned meeting shall be given as if it were a new meeting.

ARTICLE V. GOVERNANCE

Section 5.01 Composition of the Board of Directors

Unless changed by resolution of the Members, the number of Directors shall be a maximum of seven (7) and a minimum of three (3).

At the first convening of the Board of Directors following an AGM, their first order of business shall be to appoint officers from the elected board members. It is feasible for a Director to service two portfolios.

The Directors will appoint Officers in the following portfolios;

a) President
b) Vice-President
c) Secretary
d) Treasurer

The remaining Directors, if greater than four (4) Directors, shall serve in the roll of Directors-at-large.

Members not elected to serve as Director may serve in the following roles (Board appointed):

a. Advisory Team

b. Regional Officials

c. Special Committees

The above listed positions will be annual appointments, identified by self nomination, or as a result of being nominated by a fellow Member, and approved by the Board of Directors.

A governance organization list will be provided on the web site, with a detail overview available to all registered members upon request.

Section 5.02 Duties of the Board of Directors

Except as otherwise provided in the Act, the Constitution or these By-laws, the Board of Directors has the duties of the Corporation and may delegate any of its duties, powers, and functions.

Section 5.03 Managing the Affairs of the Corporation

The Board of Directors shall manage the affairs of the Canadian Strength and Conditioning Association in accordance with the Act, the Constitution and these By-laws to carry out the objects and purposes of the Corporation.

Section 5.04 Eligibility of Directors

Must be Active Members in good standing who are 18 years of age or older, with greater than ten (10) years of service to the strength and conditioning industry, who have contributed to the CSCA, who have the authority to contract, are resident of Canada, are not undischarged bankrupts, have not been convicted of any criminal offence, and who otherwise fulfill all the requirements of the Act for serving as a Director may be nominated (self or other) for election or appointed as a Director.

Section 5.05 Nomination of Directors

A nomination for election or appointment as a Director shall be in writing and shall:

a. Be signed by the nominator (self or other), who shall be any Member in good standing (email acceptable);

b. Include the written consent of nominee (nomination form); and

c. Be submitted to the Board of Directors at least twenty-one (21) days prior to the Annual General Meeting for verification of status.

Section 5.06 Election and Appointment of Directors

The election of Directors shall take place as follows:

a. Directors shall alternate, up to four (4) will be elected during even numbered years and up to three (3) elected during odd numbered years, ensuring an overlap of serving directors where at all possible.
b. The position of Past-President shall be assumed by the out-going President upon appointment of the in-coming President;
c. If limited nominations are received for Director, a nominee shall be elected by acclamation upon approval of the Board.

Section 5.07 Length of Term of Directors

Directors shall serve until their successors have been duly elected or appointed and installed. Terms of office for each type of Director shall be as follows:

a. A full term shall be considered two (2) years.

b. The Past-President shall not serve more than one (1) term
c. The Executive shall not serve more than two (2) consecutive terms in the specific role and will be required to end involvement with the Board following the end of their term(s) served, with the outgoing President assuming the role of Past-president.
d. All other Directors shall not serve more than two (2) consecutive terms in the same Director's portfolio.
e. All Directors shall serve a maximum of four (4) terms in their lifetime.

A special resolution, passed by a majority of greater than 50% of Members, may extend the term of office for any Director or Officer, provided that extension is a one-time extension, is limited to one (1) term, and it is in the best interests of the Canadian Strength and Conditioning Association.

Section 5.08 Filling Vacancies on the Board of Directors

As long as there is a quorum of Directors in office, whenever a vacancy occurs on the Board of Directors, the remaining Directors shall fill the vacancies by appointment as soon as possible and the newly-appointed Director shall sit until the next annual election.

If there is not a quorum of Directors, then the remaining Directors shall immediately call a Special Meeting of Members to fill the vacancies.

If there are no remaining Directors, then Members shall immediately call a Special Meeting of Members to fill the vacancies.

Where an Executive is unable to fulfill their particular role, that Board will review the request by that Executive (see 5.09 for Resignation). Upon review the Board may seek candidates for the role, may ask the Executive to retain the role with adjusted duties, or the Board may ask the Executive to resign from the role and act either as a member-at-large or to leave the Board entirely. The Executive member will not be able to vote in the outcome of the Board review.

Section 5.09 Resignation of Directors

A Director may resign from the Board of Directors at any time by presenting a notice of resignation to the Board of Directors. This resignation shall become effective on the date the Board of Directors accepts the request.

Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Section 5.10 Automatically Vacated

The office of any Director shall be vacated automatically if the Director fails to attend two (2) consecutive meetings without providing justification that is accepted by the Board of Directors. The Board of Directors' decision shall be final.

The office of any Director shall be vacated automatically if the Director no longer meets the eligibility requirements of the By-laws, Policies or the Act, specifically:

a. Is found to be mentally incompetent;

b. Is convicted of any criminal offence;

c. Becomes bankrupt;

d. Ceases to be a Member in good standing; or

e. Is no longer a resident of Canada.

Section 5.11 Removal of a Director

A Director may be removed by special resolution of the Board of Directors or by special resolution of the Voting Members, in a meeting, provided the Director has been given notice of, and the opportunity to be present and to be heard at the meeting where such a special resolution is put to a vote and is passed by at least two-thirds of the votes cast.

Section 5.12 Conflict of Interest

A Director, Advisory Team Member, Regional Officer, or Special Committee Member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Board of Directors, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Conflict of Interest Policy of the Canadian Strength & Conditioning Association.

ARTICLE VI. MEETING OF THE BOARD OF DIRECTORS

Section 6.01 Number of Meetings

The Board of Directors shall hold at least four (4) meetings per year, no longer than three (3) months apart.

Section 6.02 Call of Meetings

Meetings of the Board of Directors shall be called by the President.

Section 6.03 Method of Notice of Directors' Meeting

Notice of the time and place of Board of Directors' meetings shall be emailed, no less than ten (10) days prior to the date of next meeting to the registered email addresses of all Directors.

Section 6.04 Date of Notice

Date of notice shall be the date on which receipt of the notice is confirmed electronically.

Section 6.05 Error in Notice

The accidental omission to give notice of a meeting of the Directors, the failure of any Director to receive notice, or an error in any notice that does not affect its substance shall not invalidate any action taken at the meeting.

Section 6.06 Quorum

At any meeting of the Board of Directors, quorum shall consist based on the number of Directors holding office as previously stated.

Section 6.07 Voting

The culture of the Corporation is to act by unanimous agreement. If unanimous agreement is not possible, unless specified otherwise, votes shall be decided by a majority, where the Chair of the meeting does not vote. In the event of a tie, the Chair shall cast a deciding vote.

Section 6.08 Means of Participation

A Director may participate in a meeting of the Board of Directors by teleconference, videoconference or other electronic means, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Each Director present at a meeting is entitled to vote and shall have the right to exercise one vote, whether participating in person, by teleconference or other electronic means. The Chair shall determine how votes are taken and recorded.

Section 6.09 Written Resolution

A resolution in writing, signed (or verbal approval stated) 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. Electronic transmission of agreement with the resolution by a Director shall be the same as if the Director has signed the resolution.

A record of all meetings shall be saved in the Corporations shared online drive.

ARTICLE VII. EXECUTIVES

Section 7.01 Executives

The Executive of the Corporation are the President, Vice-President, Secretary, and Treasurer. At the first convening of the Board of Directors following an AGM officers of the Corporation will be decided by the Board.

Section 7.02 Duties of the President

The President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall chair meetings of Members and meetings of the Board of Directors (unless otherwise appointed), shall act as general spokesperson for the Corporation, and will

perform such other duties as may from time to time be established by the Board of Directors. Specific duties of the President may include the following;

a. Oversee the management of the business affairs of the association,
b. Encourage and support teamwork among all officers and directors to ensure that the association is properly, ethically and fairly run,
c. Chair all Directors' meetings and any other meetings with members of the association as required,
d. Maintain adherence to the Incorporation and By-laws of the CSCA,
e. Establish, maintain and continuously evaluate CSCA's Code of Conduct and association policies,
f. Sign all necessary instruments using the CSCA's seal where required,
g. Interface externally with:
    i. Potential sponsors
    ii. The Association's professional service providers (i.e., lawyers, accountants, insurance providers, web site master)
h. Ensure that the CSCA's incorporation minute book is maintained as required by law,
i. Ensure that any changes to By-Laws are updated and published by the Secretary,
j. Present detailed records of collections and expenditures to the Treasurer on a monthly basis.
k. Call for a vote for Officers to determine the new President, Vice-President, Secretary and Treasurer if the previous service terms had expired,
l. Appoint roles to each Director and familiarize them with their respective responsibilities and procedures as guided by the CSCA By-Laws.
m. Maintain the CSCA's email account, e-newsletter account

Section 7.03 Duties of the Vice President

The Vice President shall support and assist the President in all duties; shall assist in the design and delivery of technical programs for the development of coaches, and shall perform such other duties as may from time to time be established by the Board of Directors. Specific duties may include;

a. Assist the President with their responsibilities using employees or contract staff, volunteers and committees as needed.
b. Attend all Directors' meetings and any other meetings with members of the association as required.
c. Maintain the CSCA's operations
d. Maintain the Advisory Team list and supervise their duties.
e. Liaise with fellow Directors
f. Assist in maintaining the CSCA's website

g. Assist in maintaining the CSCA's social media outlets

Section 7.04 Duties of the Secretary

The Secretary shall support and assist the Directors in the call to meetings, communications, record keeping, meeting attendance and document management. Specific duties may include;

a. Ensure the proper maintenance of all records and documentation of the CSCA,
b. Communicate all notices required to be given to the Board of Directors and members,
c. Attend all Directors' meetings and any other meetings with members of the CSCA as required,
d. Record and distribute the minutes of all proceedings at such meetings,
e. Be the custodian of all records, papers, books and documents belonging to the association,
f. Ensure the CSCA drop box folder is up to date with all minutes and records,
g. Perform duties as required by the other Directors and Officers
h. Assist the President and Vice-President in tracking all action items identified during meetings,
i. Present detailed records of collections and expenditures to the Treasurer on a monthly basis,
j. Ensure the safe-keeping of the official Canadian Strength & Conditioning Association seal and incorporation minute book,
k. Ensure the incorporation documents are up-to-date with the President, as required by corporation law.

Section 7.05 Duties of the Treasurer

The duties of the Treasurer shall assist the Directors in presenting updated financial status, membership numbers, budgetary documentation and budget projections to the Directors. Specific duties of the Treasurer may include;

a. Ensure that proper financial records are kept at all times,
b. Monitor the financial health of the association and report its status to the officers on a timely basis,
c. Keep proper accounting records with respect to all financial transactions of the CSCA,
d. Maintain the bank account records,
e. Track membership fees and report status at directors' meetings and Annual General Meeting,
f. Attend all Directors meetings and any other with members of the association as required.
g. Provide up-dated reports regarding the financial position of the CSCA on a monthly basis,

h. Perform duties as requested by the directors,
i. Reconcile bank statements, income statements and expenses.

Section 7.06 Expanded Position Descriptions

Directors-at-large will attend Directors' meetings as required, and fulfil duties as decided and agreed upon by the Board.

The duties of the Advisory Team Members, Regional Officers and Special Committee Members as described in the Article are position summaries only. Detailed descriptions of the authority, responsibility, requirements and duties of each position are contained in the Policies and supplemental Purpose and Focus, and Annual agreement documents, as approved by the Board of Directors.

Section 7.07 Filling Vacancies

Where the position of an Advisory Team Member, Regional Officer or Special Committee Members becomes vacant for whatever reason, the Board of Directors may appoint a qualified individual to fill the vacancy for the remainder of the term.

Section 7.08 Removal from Positions

An Advisory Team Member, Regional Officer, or Special Committee Member may be removed by a special resolution based on a quorum of serving Directors, provided the individual has been given notice of seven (7) days, and the opportunity to be present and to be heard at the meeting where such resolution is put to a vote.

ARTICLE VIII. ADVISORY TEAM

Section 8.01 Advisory Team Purpose

Advisory Team members will be selected on an annual basis. An annual review of the Team will be conducted by the Board. The primary purpose of the Advisory Team is to contribute to the sustainability of the CSCA. Additionally, duties of the Advisory Team will be to:

a. Promote the CSCA to friends, associates and colleagues.
b. Encourage contacts to subscribe to the newsletter, social media outlets, and become members of the CSCA;
c. Contribute educational material (blogs, pod casts, videos, articles) for the newsletter and/or website as outlined in the Advisory Team Agreement, over a minimum of a 12 month period;
d. Provide feedback and suggestions related to the direction and focus of the CSCA to the Board;
e. Allow their name and province to be listed on the CSCA website.

Section 8.02 Advisory Team Application and Selection

Applications to serve on the Advisory Team will be accepted through completion of the Advisory Team Agreement document and submitted to the Secretary by December 1 of each calendar year. Directors will vote to select the Advisory Team members from the applicant pool. There will be 30 Advisory Team Member positions appointed each year. If the applicant pool does not exceed the number of positions the Advisory Team will be appointed by acclimation. The Advisory Team will be appointed by the Directors. They will then receive notice of appointment by the secretary.

Section 8.03 Advisory Team Qualifications

Advisory Team Members will be appointed based on:

a. Being a member in good standing
b. Contributions to the field
c. Desire to support the CSCA
d. Region of habitation
e. Academic and professional credentials
f. Leadership and mentorship experience

Section 8.04 Advisory Team Term

Advisory Team Members will serve a minimum of a one (1) year starting on January 1 of each year. The ATM membership roster will be maintained by the Secretary.

Section 8.05 Termination of Advisory Team Members

Advisory Team Members will be removed from their role if it is determined that they acted in violation of terms of membership with the CSCA and have their membership revoked. Advisory Team Members who do not meet the requirements of contribution to the role in the previous year will not be considered in the subsequent year.

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ARTICLE IX. COMMITTEES

Section 9.01 Appointment of Committees

The Board of Directors may appoint such committees as it deems necessary for managing the affairs of the Corporation. The Board of Directors may appoint or provide for the election of members of committees or may authorize the Chair of a committee to appoint members. The Board of Directors 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, the Constitution or these By-laws.

Section 9.02 Quorum for Committees

A quorum for any committee shall be the majority of its voting members.

Section 9.03 Filling Committee Vacancies

When a vacancy occurs on a committee, the Board of Directors or the Chair of the committee may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for the membership of the committee as specified in its terms of reference or the Policies of the Canadian Strength and Conditioning Association.

ARTICLE X. REGIONAL DIVISIONS

Section 10.01 Purpose of Regional Divisions

To further the purposes of the Corporation in specified geographical areas of Canada with a focus on regional needs and desires as identified by local Members.

Section 10.02 Regional Boundaries

The Regional Divisions of the Corporation are as follows:

a. Alberta
b. British Columbia
c. Manitoba
d. New Brunswick
e. Newfoundland and Labrador
f. Northwest Territories
g. Nova Scotia
h. Nunavut
i. Ontario
j. Prince Edward Island
k. Quebec
l. Saskatchewan
m. Yukon

Section 10.03 Regional Officers

Officers shall be identified based on contributions to the field, years of experience, character, and location. Mentors will be selected based on the criteria established by the CSCA and successful application process. Regional Officers may also be included as, and identified as, Advisory Team Members, or Special Committee Members.

Section 10.04 Regional Officers Purpose

Regional Officers will be selected annually. An annual review of the Team will be conducted by the Board. The primary purpose of the Regional Officers is to educate and support fellow S&C coaches in best practices and support the standards of practice established by the CSCA, as identified by the Board of Directors and/or Special Committee needs.

ARTICLE XI. FINANCE AND MANAGEMENT

Section 11.01 Fiscal Year

The Corporation's fiscal year is October 1st to September 30th.

Section 11.02 Auditor

A minimum of thirty days (30) prior to the AGM the Directors shall appoint an Auditor or Accountant. This person cannot be a Director or Officer of the CSCA.

The Directors may appoint an Auditor to fill the position until the next AGM if the position becomes vacant during the Auditor's term.

The Board of Directors shall determine the remuneration of the Auditor.

The Auditor's report shall be read at the AGM and be open for inspection by any Member of the CSCA.

Section 11.03 Signing Authority

The Board of Directors shall designate from among the Executive a minimum of two individuals who shall have signing authority for all financial transactions, contracts and documents conducted in the name of the Corporation. All such transactions, contracts and documents shall require two signatures and once signed shall be binding upon the Corporation without any further authorization or formality.

All Directors must be made aware of documents and contracts prior to signing.

Section 11.04 Property

The Corporation 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 of Directors may determine.

Section 11.05 Borrowing

The Corporation may borrow funds upon such terms and conditions as the Board of Directors may determine in accordance with the Policies of the CSCA.

Section 11.06 Books and Records

The Board of Directors shall ensure that all books and records of the CSCA, that are required by the Act, the Constitution, these By-laws or any statute or law, are regularly and properly kept, specifically:

1. All By-laws and special resolutions of the Corporation.
2. A register of Members in which is set out the names alphabetically arranged of all persons who are Members or have been within

seven (7) years Members of the Corporation and the addresses of every such person while a Member.

3. A register of Directors in which are set out the names and addresses of all persons who are or have been Directors of the Corporation with all dates on which each became or ceased to be a Director.
4. All books of account and accounting records with respect to all financial and other transactions of the Corporation.
5. Minutes of all proceedings at meetings of the Members and of the Directors and of the Executive shall be entered in books kept for that purpose.

Section 11.07 Indemnification

The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director, Advisory Team Member, Committee Member and Regional Officer 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 provided they acted in good faith and within the limits of his or her authority.

Section 11.08 When Indemnification Shall Not Apply

The Corporation shall not indemnify a Director, Advisory Team Member, Committee Member or Regional Officer or any other individual for acts of fraud, dishonesty, bad faith, wilful neglect or default.

Section 11.09 Insurance

The Corporation shall purchase and maintain insurance for the benefit of its Directors, Advisory Team Members, Committee Members and Regional Officers, as the Board of Directors may determine.

ARTICLE XII. AMENDMENT OF CONSTITUTION AND BY-LAWS

Section 12.01 Special Resolution

The Constitution and By-laws of the Corporation shall be amended, revised, repealed, or added to by a special resolution that is passed by no less than two thirds (2/3) of the votes cast at a meeting of Members, for which proper notice has been given of no less than twenty-one (21) days, or may, in lieu of confirmation at a meeting of Members, be confirmed in writing by all the Voting Members entitled to vote at such a meeting.

Section 12.02 Notice of Amendment

The notice of the meeting of Members must include details of the proposed resolution to change the Constitution and By-laws.

ARTICLE XIII. ADOPTION OF CONSTITUTION AND BY-LAWS

Section 13.01 Ratification by Voting Members

This Constitution and these By-laws will be reviewed and ratified annually by the Board. Suggested amendments must be presented to the Board by the Members no less than twenty-one (21) days prior to the AGM. Amendments will be adopted by a Members' vote of greater than two thirds (2/3) at the AGM.

Section 13.02 Repeal of Previous Constitution and By-laws

In ratifying this Constitution and By-laws, the Corporation repeals all prior Constitution and By-laws provided that such repeal does not impair the validity of any action done according to the repealed Constitution and Bylaws.

Section 13.03 Transition

Any Policies and Rules contained within the previous Constitution and By-laws, that are not modified or replaced by this Constitution and By-laws, and that continue to be consistent with the Articles and Rules of the CSCA shall remain in force and effect until such time as they are modified or replaced by Policies and Rules approved by the Directors of the Corporation.