

BIATHLON CANADA BY-LAWS (JUNE 2008)

Monday, June 9, 2008

B Y - L A W N O. 1

Biathlon Canada
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CORPORATE SEAL

1. The seal of the Corporation shall be in such form as shall be prescribed by the provisional directors of the Corporation and shall have the words "BIATHLON CANADA".

INTERPRETATION

2. Definitions. As used in this By-law, the term:

- a. "Biathlon" means the sport recognized by the IF which combines rifle marksmanship and cross-country skiing and other forms of movement and shooting.
- b. "Biathlon Canada" means the Corporation of Biathlon Canada;
- c. "Board" means the board of Directors of Biathlon Canada;
- d. "Club Activities" means activities, including competitions that exclusively involve members of that club.
- e. "Competitors" means members who participate in organized Biathlon competitions, except exclusively in Club Activities.
- f. "Director" means any member of the Board;
- g. "Division" means any of the provinces or territories of Canada;
- h. "Division Office" means the head office of a Division from which the business of the Division is primarily carried on and includes any person having authority to act on behalf of that Division;
- i. "Division Representative" means the representative of a Division as specified in article 17;
- j. "Group" means any club, cadet corps, corporation or other entity or identifiable collection of individuals;
- k. "IF" means the international federation governing the sport of biathlon;
- l. "National Team Representative" means the nominated representative of the athletes to the Executive. One female and one male representative from the National Team will be elected from amongst their members at the National Championships on alternating years and each will hold office from the time of such election for a two year term until the next subsequent election;
- m. "Officer" means any member of the Executive Committee;
- n. "Past President" means the immediate past President of Biathlon Canada;
- o. "President" means the elected head of the Executive Committee of Biathlon Canada;

- p. "Representative of Cadets" means the representative of all cadets who participate in the optional biathlon program of the cadet movement and he shall be appointed by the Director of Cadets of National Defence Headquarters;
- q. "Standing Committees" means the standing committees formed by the Board pursuant to article 58; and
- r. "Group" means organizations of more than one member including without limitation, biathlon or cross-country ski clubs, cadet corps, shooting associations or other organizations interested in Biathlon Canada activities.

3. Gender. Pronouns used in these by-laws, whether male or female, are to be read without prejudice as to gender and will refer to males or females equally except as related to competition categories which are inherently based on gender;

FOUNDING STATEMENT

4. Whereas there are people in Canada who enjoy the sport of biathlon, and whereas others would enjoy the sport if they were made aware of and instructed in the sport, and whereas an organization is required to enhance that enjoyment by providing increased organized activities for the sport and supporting functions; and whereas Canadian participants will only be recognized in international biathlon activities if they are sanctioned by a national sport governing body recognized by the IF; therefore, Biathlon Canada was founded.

VISION STATEMENT

5. We see consistent medal contenders in international competitions who are lead and supported by an effective and dynamic organization, which also provides a domestic program of rewarding participation opportunities for all members.

MISSION STATEMENT

6. Biathlon Canada will achieve consistent International podium performance by leading, promoting, developing and governing biathlon in Canada to the highest standard of excellence.

OBJECTS

7. To fulfill the purpose of Biathlon Canada, the specific objects of the Corporation are to:
- a. function as the governing body of Biathlon in Canada and represent Canada to the IF;
 - b. establish an efficient and effective national administrative and technical support organization;
 - c. provide guidance, information and assistance in both official languages to support and promote the development of biathlon within all Divisions of Biathlon Canada;
 - d. promote and coordinate the competitive development of biathlon, including the operation of a national team and a national competitive program;
 - e. develop and implement effective coaching and officiating programs; and
 - f. increase the number of people involved in biathlon in Canada.

BIATHLON CANADA VALUES

8. Biathlon Canada will operate in every aspect, and will achieve its goals, in adherence to the following fundamental values in which we believe:

Excellence: Every member of Biathlon Canada must strive to achieve the highest standard of excellence in every endeavor of the association.

Leadership: Biathlon Canada and our empowered members must exercise leadership to achieve the mission.

Democracy: We believe in the universally accepted democratic principles.

Athlete Centred: The purpose and focus of all our programs, services and action is directed at the holistic development and support of the athletes and their performance.

Safety: Biathlon must be safe for everyone.

Integrity and Ethics: Integrity and ethics, incorporating fairness, justice, honesty, non-discrimination and respect must govern all aspects of Biathlon.

CONDITIONS OF MEMBERSHIP

9. Requirement and Eligibility. Any person or Group interested in furthering the objects of Biathlon Canada may become a member of Biathlon Canada. Membership shall be effective upon receipt of all required information, documentation and fees by their respective Division office or the National Office of Biathlon Canada. No person shall participate in Biathlon Canada programs or activities without membership.

10. a. Member Withdrawal. Members may withdraw from Biathlon Canada by delivering written notice of their resignation to the Secretary of Biathlon Canada.

b. Member Suspension and Revocation. The Executive may, by a majority vote, suspend immediately, and recommend to the Board the continued suspension for any specific period of time, the revocation of such membership for the balance of the membership year or such longer period of time as the Executive Committee may deem appropriate for conduct which does or is likely to adversely affect the reputation of Biathlon Canada. Such conduct may include the following:

1. Serious violation of Biathlon Canada policies or regulations.

2. Defaming Biathlon Canada, or the IBU, their members, members of their or organs, or guests of either.

11. Categories of Membership. Memberships, other than Life, Day and Honorary Memberships, shall be on an annual basis and are not transferable. Membership in Biathlon Canada shall be in one of the following categories:

a. Regular Membership. Regular members shall be counted for voting purposes at the Annual General Meeting, in accordance with article 46 below. Regular members include members who are not members in any other category and who are Competitors or Non-Competitors. The membership fees for this category shall be set by the Board with consideration to differences in services or benefits available to each type and adjusted from time to time, as the Board deems necessary. Fees shall be collected and remitted by the respective Division Office.

b. Regular Life Membership. This category shall entitle the member to full membership in Biathlon Canada, excluding competitive privileges for the rest of the member's life. Regular life members shall be counted for voting purposes. Membership in this class shall be subject to the payment of a fee, which shall be levied by the National Office in an amount to be determined by the Board, and adjusted from time to time as the Board deems necessary.

- c. Group Membership. Group members shall be counted for voting purposes at the Annual General Meeting in the same manner as Regular members. The membership fee for this class shall be set by the Board and adjusted from time to time as the Board deems necessary and shall be collected and remitted by the respective Division Office.
- d. Day Membership. This category of membership entitles the member to participate in a biathlon activity or event conducted by a Division. Day members shall not be counted for voting purposes. The membership fee for this class shall be set by the Board and adjusted from time to time as the Board deems necessary and shall be collected and remitted by the respective Division Office. The fee for this class of membership is to be paid for each day the individual participates in an activity or an event.
- e. Honorary. Those individuals or institutions who are named by the Board, upon their nomination by any member or Division of Biathlon Canada, usually as recognition for their outstanding contribution to the sport of biathlon. There shall be no fee levied for this class of membership and honorary members shall not be counted for voting purposes.

HEAD OFFICE

- 12. Location. The head office of Biathlon Canada shall be located at the city of Ottawa in the Regional Municipality of Ottawa-Carleton and the Province of Ontario, Canada, at the place therein where the business of Biathlon Canada may from time to time be carried on.
- 13. Other Offices. Biathlon Canada may establish such other offices and agencies elsewhere within Canada as the Board of Directors may deem expedient by resolution.

DIRECTORS

- 14. The Board of Directors. The property and business of Biathlon Canada shall be managed by a Board of Directors, hereinafter referred to as the Board, comprised of members of Biathlon Canada, of whom a majority shall constitute a quorum. A majority of votes cast upon a motion shall be binding at each meeting. The Board shall consist of the Division Representatives, and the President of Biathlon Canada shall be an ex-officio member of the Board.
- 15. Chairman. The Chairman shall be elected from among the members of the Board by the members of the Board at the meeting of the Board held in conjunction with the Annual General Meeting, to hold such position until the Board meeting held in conjunction with the next Annual General Meeting. He shall be charged with overseeing the administration, management and control of all Board matters and shall preside at all Board meetings. With the concurrence of at least three other Board members, the Chairman may call Board meetings. No such constraint shall apply to the Board meeting held in conjunction with the Annual General Meeting. Upon the written request of a simple majority of the members of the Board, the Chairman shall call a Board meeting within sixty days of receipt of such notice. The Chairman shall be empowered to invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting of the Board.
- 16. Replacement of Provisional Directors. Upon election at the first Annual General Meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the letters patent of Biathlon Canada.
- 17. Election of Directors. Division Representatives shall be elected annually by the members of their respective Division, with notice of such election to be provided to the National Office by way of a certificate signed by the Secretary or President of that Division. Division Representatives can be changed at anytime provided that notice of such a change to the incumbent Division Representative be provided to the National Office by way of a certificate signed by the Secretary or President of that Division not less than two weeks in advance of any meeting of the Board of Directors at which the new Division Representative intends to vote. Failing such notice, that Division shall be assessed an administrative charge in an amount to be determined from time to time by the Board of Directors. All direct expenses, if any, resulting from any change in representation, such as charges related to changes to travel arrangements, shall be paid by the Division.

18. Term of Office. Subject to their earlier removal or resignation in accordance with the provisions of this by-law, Directors shall hold office until the next election of the Division President for their Division, which election must, in any case, be not more than fifteen months from the date of the previous such election. A Division Representative shall be deemed to have resigned as a Director immediately prior to a Division election for the post of Division Representative. The newly elected Division Representative shall, immediately upon his election, become a member of the Board.

19. Board Authority. The Directors may exercise all such powers of Biathlon Canada as are not, by the Canada Corporations Act or by these by-laws, required to be exercised by the members at general meetings, including but not limited to the following:

- a. to carry on the business of Biathlon Canada with the guidance of the President and in accordance with direction from the members at the Annual General Meeting of Biathlon Canada;
- b. to make, vary, or repeal regulations for carrying out the objects of Biathlon Canada;
- c. to delegate to the Executive Committee such powers of the Board as the Board deems appropriate from time to time;
- d. to form such Committees as it may deem necessary to promote any object of Biathlon Canada and to permit the Executive Committee to do so as well;
- e. to establish such offices, appoint such agents and engage such employees as it shall deem necessary from time to time to assist with the pursuit of the objects of Biathlon Canada, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board; and
- f. to establish the nature, extent and geographical boundaries of the Divisions.

20. Expenditures and Trust Accounts. The Directors shall have power to authorize expenditures on behalf of Biathlon Canada from time to time and may delegate by resolution to an officer or officers of Biathlon Canada the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of Biathlon Canada. The Directors shall have the power to enter into trust arrangements with Trust companies for the purpose of creating trust funds from which the capital and interest may be made available for the benefit of Biathlon in Canada in accordance with such terms and conditions as the Board may prescribe.

21. Remuneration. Directors, as such, shall not receive any remuneration for their services although expenses or any portion thereof may be paid or reimbursed for their attendance at meetings.

22. Donations. The Board shall take such steps as they shall deem requisite to enable Biathlon Canada to receive donations and benefits for the purpose of furthering the objects of Biathlon Canada.

OFFICERS

23. Executive Committee. The Executive Committee, hereinafter referred to as the Executive, unless otherwise decided by the Board, shall consist of the Officers listed below. Any member of Biathlon Canada, other than a member of the Board, is eligible to stand for election as an Officer. Officers shall be subject to removal by resolution of the Board at any time in accordance with article 66. All Officers, other than the Past President and the National Team Representative, shall be elected for two year terms of office at an Annual General Meeting of Members to the offices indicated below. The President, Vice President High Performance and the Treasurer shall be elected in even-numbered years and the Vice President Administration, Vice President Domestic and the Secretary shall be elected in odd-numbered years. Their term of service shall expire immediately prior to the next Annual General Meeting in the second year following their election. In the case of an early termination of the two year term of an elected Officer after only one year, for any reason,

the first term for the next elected person into that position shall be one year in length to ensure that the cycle of odd and even election years are maintained for all of the elected Officer positions. Following the completion of such a one-year term, the position shall return to the usual two-year term for subsequent elections.

The executive shall consist of:

- a. the President;
- b. the Past President;
- c. the Vice-Presidents of Administration, Domestic and High Performance, in that order;
- d. the Secretary;
- e. the Treasurer; and
- f. National Team Representative (s).

24. Order of Elections. For the elected positions on the Executive, the order of elections shall be: the President, the Vice-Presidents of Administration, Domestic and High Performance, in that order, the Secretary and the Treasurer.

25. Election Procedure. To be elected to a position on the Executive, a member requires a majority of the votes cast. If necessary, a series of ballots shall be cast with the candidate having the lowest number of votes being eliminated in each round. The election shall be conducted by the Chairman of the Membership Committee or his delegate.

26. Re-election as President. The President may be re-elected to a maximum of four consecutive years subject to an intervening election. Following a break of at least one year following four consecutive terms as President, a member may again run for President. No such restriction shall apply to the other elected positions.

27. National Team Representative. The National Team Representatives nominated to the Executive shall, if deemed suitable candidates, be appointed to the Executive by the Board.

28. Representative of Cadets. The Representative of Cadets shall be an ex-officio member of the Executive.

29. Executive Authority. The Executive shall have such powers and authority as are delegated to it by the Board from time to time.

30. Remuneration. Officers, as such, shall not receive any remuneration for their services although expenses or any portion thereof may be paid or reimbursed for their attendance at meetings.

DUTIES OF OFFICERS

31. President. The President shall be charged with the general supervision of the administration, management and control of Biathlon Canada, the calling of all General, Special and Executive Meetings thereof, and shall preside at all such meetings. The President shall, in particular, oversee and direct, as required, all international relations of Biathlon Canada. The President shall be the Chairman of the Executive, and an ex-officio member of all committees and sub-committees. The President shall be empowered to invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting, other than Board meetings, of the Corporation, and he shall ensure that all orders and resolutions duly passed at meetings of Biathlon Canada are carried into effect.

32. Past President. The Past President shall act in an advisory and consultative capacity to the President and other Officers of the Corporation, and shall provide an historical sense of direction. The Past

President shall not be voted in, but shall have the option of filling this position for one year, and shall make his decision known to the members at the Annual General Meeting upon stepping down as President.

33. Vice-President Administration. The Vice-President Administration shall oversee and coordinate the administrative functions of Biathlon Canada and report on same as required at meetings of the Executive. He shall be the First Vice-President and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of the President, and shall perform such other duties as shall from time to time be imposed upon him by the Board.

34. Vice-President Domestic. The Vice-President Domestic shall provide overall leadership in all domestic activities of Biathlon Canada and shall ensure the effective fulfillment of the mandate of the domestic working group. He shall be the Second Vice-President and shall assume the duties and exercise the powers of the President in the absence from meetings or incapacity of both the President and First Vice-President, and shall perform such duties as shall from time to time be imposed upon him by the Board.

35. Vice-President High Performance. The Vice-President High Performance shall provide overall leadership in the high performance activities of Biathlon Canada and shall, in particular, be responsible for all aspects of the national team program.

36. Secretary. The Secretary shall be responsible for the recording of minutes at all General, Board and Executive Meetings, shall maintain a current manual on Biathlon Canada's policies and procedures, shall advise the President on matters of protocol and procedure, and shall perform such other duties as may be prescribed by the Board or the President. The Secretary is responsible for the custody of the Corporate Seal.

37. Treasurer. The Treasurer shall be responsible for the overall financial planning of Biathlon Canada, and shall monitor receipts and expenditures to ensure that Biathlon Canada remains in a viable financial position at all times. He shall render to the President and Board at meetings thereof, or whenever they may require it an account of all the financial transactions and the financial position of Biathlon Canada. He shall perform such other duties as may from time to time be prescribed by the Board.

STANDING COMMITTEES

38. Establishment. The Board is empowered to establish and disband such Standing Committees as it deems necessary to assist with the carrying out of the objects of Biathlon Canada. The mandate and guidelines for the Standing Committees shall be decided by the Board and amended from time to time as the Board deems necessary. Neither the Chairman nor any members of any Standing Committee or Sub-Committee of Biathlon Canada shall receive remuneration for their service in such position. This regulation shall not preclude the award of honoraria to such persons for the performance of special tasks.

39. Appointment, Removal and Duties of Chairmen. Chairmen of Standing Committees shall be members of Biathlon Canada and shall be appointed at the Annual General Meeting by Executive Committee member responsible for the respective Committee. Their term of service shall expire immediately prior to the next Annual General Meeting. Committee Chairmen may be removed from office at the discretion of the Executive Committee member responsible for that Committee. Committee Chairmen are responsible for the effective fulfillment of the Committee mandate. This will include the coordination of Committee activities, the preparation and submission of reports as required and the provision of advice to the President and their respective working group chairman as requested. In addition to the fulfillment of the general mandate of the respective Standing Committee, the Chairman of each Committee shall be responsible for the completion of any special tasks assigned by the President or the Executive.

40. Sub-Committees. The Chairmen of Standing Committees are free to establish such sub-committees as they deem necessary, including the terms of references therefor.

41. Members. The members of each Standing Committee and Sub-Committee shall be members of Biathlon Canada and shall be selected by the respective Chairman taking into account the expertise required,

geographical representation and financial considerations. Members of Standing Committees and Sub-Committees may be removed from their position at any time at the discretion of the Committee Chairman.

42. New Standing Committees. Chairmen of Standing Committees which are established by the Board pursuant to article 58 shall be appointed by the Board at the time of the establishment of such a committee.

MEETINGS AND VOTING

43. Annual General Meeting. The Annual General Meeting of the members of Biathlon Canada shall be held at the head office of Biathlon Canada or elsewhere in Canada as the Board may designate. Notice of the date and location of the meeting shall be given to all voting members not less than thirty (30) days prior to the meeting. Where special business will be conducted at the meeting, the notice shall include sufficient information to form a reasoned judgment with respect to such business. A reminder of the right to use a proxy shall be included in the notice of meeting.

44. Special General Meeting. A Special General Meeting of the members of Biathlon Canada may be called if deemed necessary by the President. Notice of the date shall be given sixty (60) days in advance of the meeting and of the location thirty (30) days in advance of the meeting. The meeting agenda must be circulated to all voting members not less than fourteen (14) days prior to the meeting. With the written agreement of all the Division Chairmen, or their authorized representatives, the above notice requirements may be waived for a Special General Meeting.

45. Attendance. All members shall be entitled to attend any General or Special General Meeting of Biathlon Canada.

46. Voting at General Meetings. Subject to article 11, votes shall be cast only in accordance with the following formula. Proxy votes are acceptable if evidenced in writing, duly signed by the respective Division Representative on the prescribed form. Any member of Biathlon Canada may be a proxy holder. The proxy form must be given to the Secretary prior to or at a General Meeting. No other form of proxy will be accepted. At any General Meeting Division Representatives, or their duly authorized representative will carry the following votes:

<u>Members</u>	<u>Votes</u>
5 - 100	1
101 - 200	2
201 - 300	3
301 - 400	4
401 - 500	5
501 - 600	6
etc.	

47. Membership Deadline for Voting. For voting purposes, the number of members of each Division shall be based upon the number of paid-up memberships on records kept by the Division Representative, or whomsoever he may delegate to keep such records, and reported to Biathlon Canada by March 31 of each year.

48. Accreditation of Votes. An accreditation of Division votes shall be conducted at all General Meetings, prior to any voting taking place. The President is empowered to propose solutions to disputes regarding accreditation and such solutions shall be final and binding once passed by a majority of all undisputed votes.

49. Quorum. For any General or Special General Meeting a quorum shall be the number of delegates required to carry 50% of the total possible votes.

50. Meetings of the Board. With the concurrence of at least three other Board members, the Chairman may call Board meetings. The President may have to call and preside over a Board meeting in accordance with article 15. The Chairman must call a Board meeting within sixty (60) days of receipt of a written request from a majority of the members of the Board. The Chairman may invite such members of Biathlon Canada, or other persons, as he deems advisable to any meeting of the Board. Board meetings may be convened at any time and place in Canada provided that written notice and the agenda for the meeting be sent thirty (30) days in advance to each Director. Thirty days' notice shall not be necessary if all Directors waive the requirement therefor in writing. Meetings by conference call may be held where all Directors consent and the communication facilities permit all persons participating in the meeting to hear each other. Seven (7) days notice of such meeting is given, although this notice may be verbal. This notice requirement may be shortened in an emergency upon the verbal agreement of all the Directors. A quorum shall be a simple majority of Board members.

51. Voting at Board Meetings. Each Director shall have one (1) vote at meetings of the Board except that the Chairman shall not vote other than to break a tie vote. The same stipulation shall apply to any other member acting for the Chairman.

52. Executive Meetings. The Executive shall meet at the discretion of the President at any time and place in Canada provided that fourteen (14) days of verbal notice and the agenda for the meeting is given to each member of the Executive. Fourteen (14) days notice shall not be necessary if all members of the Executive waive the requirement therefor. Meetings by conference call may be held where all Executive members consent and the communication facilities permit all persons participating in the meeting to hear each other. Forty-eight hours= notice of such meeting must be given and this notice may be verbal. This notice requirement may be shortened in an emergency upon the verbal agreement of all the members of the Executive. The President shall be required to call a meeting of the Executive upon petition to do so signed by a quorum of the Executive. A quorum shall be a simple majority of Executive members. At his discretion, the President may invite employees or other persons to attend meetings of the Executive, although such persons shall not have a vote at Executive meetings.

53. Voting at Executive Meetings. Each member of the Executive shall have one (1) vote at meetings of the Executive except that the President shall not vote other than to break a tie vote. The same stipulation shall apply to any other member acting for the President.

54. That any decision of the members, Directors, Executive Committee, or any other committee of Biathlon Canada, may be taken by resolution circulated outside of a duly-called meeting, provided that such resolution is circulated to all persons eligible to vote thereon, and any such decision shall be as effective and binding as it would be if taken in the context of any meeting called in accordance with this by-law. Any such resolution shall be determined according to the majority requirements specified in this by-law.

54.1 Except as otherwise provided for by the Canada Corporations Act or by this by-law, motions put during, or outside of, any duly called meeting of the members, Directors, Executive Committee or Standing Committees of Biathlon Canada, shall be determined on the basis of a simple majority of the votes cast.

54.2 Except as otherwise provided for by the Canada Corporations Act or by this by-law, any meeting of the members, Directors, Executive Committee, or any other committee of Biathlon Canada, may be held with some or all persons attending the meeting through teleconference or by other electronic means, provided that such communication means permits all persons at the meeting to communicate adequately with each other. For any such meeting:

- a. the minimum percentage of those entitled to attend and vote at the meeting need to approve the holding of such meetings is 50%.
- b. the means used must permit the chairman to confirm that quorum is present and to record votes
- c. each potential attendee should have equal access to the technology used and should consent in advance to the specific means of communication to be used.

- d. for meetings of members, the Division Representatives shall alone be considered as to any necessary consents or approvals.

AFFILIATIONS

55. Subject to the approval of the Board, Biathlon Canada may enter into affiliations with other corporations, associations or government bodies for mutual benefit. The terms of such affiliations will be as decided upon by the Board and may include, without being limited to, representation of such corporation, association or body, without voting privileges, at Board or General Meetings.

FINANCIAL

56. Fiscal Year. The fiscal year of Biathlon Canada will be from April 1 of one calendar year to March 31st of the following calendar year.

57. Auditors. The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts of Biathlon Canada and to hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Directors. The annual audit shall be conducted not more than 30 days following the end of each fiscal year.

58. Routine Financial Transactions. The routine financial transactions of Biathlon Canada shall be conducted by whomsoever the President may appoint to fulfill such function, and said person or persons shall be empowered to receive and expend funds under terms and conditions which shall be decided upon by the Board and amended from time to time as the Board sees fit to do, with such terms and conditions being in accordance with policies and procedures approved by Biathlon Canada. Financial transactions beyond the powers allocated in the manner detailed above shall be voted on at a duly called meeting of the Board.

59. Membership Fees. Membership in Biathlon Canada shall be subject to the payment of such fees as the Board may determine and from time to time amend. Such fees may vary according to the nature and type of membership.

60. Location of Corporate Seal. Custody of the Corporate Seal shall be the responsibility of the Secretary and the Corporate Seal may be kept at the Head Office of Biathlon Canada or at such other place as the Secretary may from time to time determine.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

61. Except as provided herein, all instruments in writing requiring execution by Biathlon Canada, other than those of a routine nature concerning the day-to-day business of Biathlon Canada, shall be signed by any two directors or officers or other member appointed by the Board for the purpose thereof and any such contracts, documents or instruments in writing so signed shall be binding upon Biathlon Canada. Instruments in writing which are of a routine nature concerning the day-to-day business of Biathlon Canada may be signed on behalf of Biathlon Canada by the member of the staff of Biathlon Canada to whom such authority is delegated in writing. The seal of Biathlon Canada when required may be affixed to contracts, documents and instruments in writing.

RULES AND REGULATIONS

62. The Board may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the management and operation of Biathlon Canada as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the members of Biathlon Canada when they shall be confirmed, and in default of confirmation at such annual meeting shall, at and from that time, cease to have force and effect.

AMENDMENTS TO THE CONSTITUTION

63. Majority Approval. The Constitution (Letters Patent) and By-laws may, on motion by any member of Biathlon Canada, be amended at any general meeting. For both Constitutional and by-law amendments, approval shall require:

- a. a two-thirds majority of the votes cast at the meeting; and
- b. a two-thirds majority of the number of Divisions carrying a vote in Biathlon Canada.

The repeal or amendment of by-laws not embodied in the Letters Patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained pursuant to the Canada Corporations Act R.S.C. 1970, c. C-32 s. 155(2)(c).

64. Prior Notice. Any proposed amendment to the Letters Patent or the By-laws must be circulated to all Divisions and members of the Board, at least thirty (30) days prior to a duly called meeting at which it is proposed to vote upon the adoption of such amendment.

65. Effective Date. Amendments shall become effective as of the date and time of receipt of Ministerial approval, as specified in paragraph 63 above.

RESIGNATION OR INCAPACITY

66. Directors and Officers. The position of any Director or Officer shall be automatically vacated:

- a if the Director or Officer resigns his office by delivering a written resignation to the Secretary or the President of Biathlon Canada; or
- b if, at a meeting of the Board, the Board, by a three-quarters majority vote of a quorum thereof, approves the removal from office of such Director or Officer; or
- c. on the death of such Director or Officer,

provided that, if any vacancy shall occur for any reason contained in this paragraph, in the case of a member of the Board, the Directors will request the applicable division to designate a replacement Director, and, in the case of a member of the Executive, the Executive may by resolution fill the vacancy with a member of Biathlon Canada in good standing. Any person appointed pursuant to this paragraph shall not retain such appointment beyond the conclusion of the next annual meeting unless duly elected to the same such meeting.