



CANADIAN BRIDGE FEDERATION INCORPORATED LA FÉDÉRATION CANADIENNE INCORPORÉE DE BRIDGE

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of CANADIAN BRIDGE FEDERATION INCORPORATED (the "CBF")

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BE IT ENACTED as a by-law of the CBF as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this By-law and all other By-laws of the CBF, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "Advisory Committee" means the advisory committee described in Section 8 of this By-law;
- c. "ACBL" means the American Contract Bridge League;
- d. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the CBF;
- e. "Board of Directors" means the Board of Directors of the CBF and "Director" means each Zone representative who sits on the Board of Directors;
- f. "By-law" means this By-law and any other by-laws of the CBF as amended and which are, from time to time, in force and effect;

- g. "Canadian Bridge Championships" means the bridge tournament held each year at which the winners of the various team and pair championships sponsored by the CBF are determined;
- h. "CBF" means the Canadian Bridge Federation Incorporated;
- i. "Corporate Seal" means the seal described in 1.03 of this By-law.
- j. "Executive Secretary" means the Executive Secretary of the CBF;
- k. "Member" means a paid-up member of the CBF;
- l. "Meeting of Members" includes an annual meeting of Members or a special meeting of Members;
- m. "Officer" means the President, Vice-President, Executive Secretary or Treasurer of the CBF;
- n. "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- o. "President" means the President of the CBF;
- p. "Proposal" means a proposal submitted by a member of the CBF that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- q. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- r. "Resident of Canada" means as defined by Regulation as passed by the CBF Board of Directors;
- s. "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- t. "Treasurer" means the Treasurer of the CBF;
- u. "Unit" means a geographic division of the ACBL, as determined thereby from time to time, and which lies at least partially in Canada;
- v. "Vice-President" means the Vice-President of the CBF;
- w. "WBF" means the World Bridge Federation; and
- x. "Zone" means one of the six (6) geographical regions of Canada into which Canada is divided for the purposes of the CBF in accordance with Section 3.

1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, corporation, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

1.03 Corporate Seal

The Corporate Seal, an impression of which is stamped in the margin hereof, shall be the seal of the Canadian Bridge Federation Incorporated. The Executive Secretary shall be the custodian of the Corporate Seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the CBF may be signed by any two (2) of its Officers or Directors. In addition, the Board of Directors may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the Corporate Seal to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the CBF to be a true copy thereof.

1.05 Financial Year End

The financial year end of the CBF shall terminate on the 31st day of December in each year.

1.06 Banking Arrangements

The banking business of the CBF shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 Appointment of Auditors

The accounts of the CBF shall be audited each year by such Chartered or other professional accountant as the Directors may from year to year determine and the fees of said accountant shall be a charge upon the CBF. The books of the CBF shall be open for inspection after notice at any reasonable hour upon the written request of ten or more Members.

1.08 Annual Financial Statements

The CBF shall publish financial statements each year, as soon after the financial year end as is practical, taking into account the availability of relevant data and the necessary work of the auditor. Instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, the CBF may publish a copy of the financial statements on its website, along with a general notification to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available and how the members can locate them on the website, and also indicating that they may be examined at the registered office of the CBF.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Any person who is a Canadian citizen or resident of Canada is entitled to membership in the CBF upon payment of the dues and assessments from time to time levied. Any such membership may be removed or suspended for cause by a majority vote of the Board of Directors.

2.02 Discipline of Members

The Board of Directors shall have authority to suspend or expel any Member from the CBF for any one or more of the following grounds:

- a. violating any provision of the Articles, By-laws, or written policies of the CBF;
- b. carrying out any conduct which may be detrimental to the CBF as determined by the Board of Directors in its sole discretion;
- c. for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the CBF.

In the event that the Board of Directors determines that a Member should be expelled or suspended from membership in the CBF, the President, or such other Officer as may be designated by the Board of Directors, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board of Directors, in response to the notice received, within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board of Directors, may proceed to notify the Member that the Member is suspended or expelled from membership in the CBF. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.03 Eligibility to Represent Canada

To be eligible to represent Canada in international competition, a competitor must:

- a) be a Member in good standing of the CBF since January 1 of the preceding calendar year;
- b) be a resident or a citizen of Canada or otherwise be approved by the Board of Directors to represent Canada in international competition; and
- c) meet the current WBF credentials conditions defining eligibility to represent a country.

SECTION 3 - MEMBERSHIP DUES

3.01 Membership Dues

- (a) Members shall be notified in writing of the membership dues at any time payable by them.
- (b) For ACBL members, their CBF dues will normally be collected by the ACBL on behalf of the CBF, at the time of renewal of the member's ACBL membership.
- (c) However, CBF Members may elect to pay their dues directly to the CBF and for CBF Members who are not ACBL members, this is the only acceptable method of payment.
- (d) If any membership dues are not paid within one (1) calendar month of the membership renewal date, the Members in default shall automatically cease to be Members of the CBF.

SECTION 4 - ZONES

4.01 Identification of Zones

For the purposes of the CBF, Canada shall be divided into six Zones as follows:

- Zone I Atlantic Provinces: ACBL Units 194 and 230;
- Zone II Quebec and Eastern Ontario: ACBL Units 151, 152, 192, and 199;
- Zone III Central Ontario: ACBL Units 166, 246 and 249;
- Zone IV Southern Manitoba and Northwest Ontario: ACBL Units 181, 212, 228 and 238;
- Zone V Northern Manitoba, Saskatchewan, Alberta, Nunavut and the Northwest Territories: ACBL Units 248, 390, 391, 392, 393, 573, and 575; and
- Zone VI British Columbia and Yukon: ACBL Units 429, 430, 431, 456, 571 and 574.

4.02 New Units

Any new Units formed within the territory of a Zone shall become part of that Zone. The Board of Directors shall have the power to make minor alterations in Zone boundaries that shall be valid during the remainder of the business year, but subject to ratification at the next annual meeting.

SECTION 5 - MEETINGS OF THE CBF

5.01 Annual Meeting

- (a) There shall be an annual meeting of the CBF to be held once in each calendar year. CBF Members in good standing shall be entitled to be present and to vote on any matter coming before said meeting.
- (b) The annual meeting in any calendar year shall be held at such time and place as the Directors shall by majority vote determine, and notice thereof shall be published by advertisement in any one or more issues of a national bridge publication and shall be posted on the CBF website.
- (c) The annual meeting of the CBF shall be chaired by the President, or by his delegated replacement.
- (d) In order to facilitate adequate representation of all Zones at every annual meeting, said annual meeting shall be held in conjunction with the Canadian Bridge Championships.
- (e) At any annual meeting, a quorum shall consist of seven (7) CBF Members representing at least three Zones, present at the beginning of the meeting.
- (f) The manner of voting on any issue may be as directed by the President, but any Member may require that the matter be decided by secret ballot.
- (g) At any Meeting of Members, every question shall, unless otherwise provided by the By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.
- (h) There shall be no voting at the annual meeting by proxy or absentee ballot.

5.02 Special General Meetings

- (a) Special general meetings of the CBF may be called at any time to consider specific subject matters selected by the Board of Directors, or by the President. Notice of the time and place of any special general meeting shall be posted on the CBF website and, where practical, shall be published by advertisement in an issue of a national bridge publication, at least 20 days before such meeting is held.
- (b) The notice of any such special general meeting shall contain an agenda of the matters to be considered at said meeting, and no other business shall be acted upon at such special general meeting.
- (c) The special general meeting of the CBF shall be chaired by the President, or by his delegated replacement.
- (d) At any special general meeting, a quorum shall consist of seven (7) CBF members, representing at least three Zones, present at the beginning of the meeting.
- (e) The manner of voting on any issue may be as directed by the President, but any Member may require that the matter be decided by secret ballot.
- (f) There shall be no voting at the special general meeting by proxy or absentee ballot.

SECTION 6 - DIRECTORS

6.01 Election and Term of Office

- (a) The CBF shall be governed by a Board of Directors who shall be six (6) in number, and each Zone shall be entitled to elect one Director. The Directors shall be elected for a period of three calendar years, two terms concluding at the end of each calendar year, as follows:
- Terms of Directors from Zones 1 and 4 shall end December 31, 2012, and each three years thereafter;
 - Terms of Directors from Zones 2 and 5 shall end December 31, 2013, and each three years thereafter;
 - Terms of Directors from Zones 3 and 6 shall end December 31, 2014, and each three years thereafter.
- (b) Vacancies due to resignations, death, or incapacity shall be filled by the Board of Directors, and said persons so appointed shall act as Zone Director pro tem until said vacancy is filled by the election of a new Zone Director for said Zone in the manner herein prescribed.
- (c) In the calendar year in which each term expires, nominations must be received by the Executive Secretary no later than September 30 of the year prior to that in which the new term begins.
- (d) Units within each Zone will vote for the nominees. Based on Unit membership on May 1st of the voting year, each Unit in the applicable Zone will receive 0.01 votes for each Member in that Unit. The votes must be received by the Executive Secretary prior to December 15th of that year, or such earlier date as the executive Secretary shall specify. The elected Directors will assume their duties on January 1st of the following year.

6.02 Meetings of the Directors

- (a) The Directors shall hold one meeting a year at the earliest convenient date in each calendar year. A minimum of two (2) subsequent regular conferences shall be held at such times as the Directors may by majority vote determine. These conferences may take the form of telephone or computer conferences.
- (b) The Directors and members of the Advisory Committee shall be entitled to be financially indemnified by the CBF for their actual and necessary expenses required for travel from their normal place of residence to any place set for a Directors' meeting, as well as such reasonable per diem amounts for accommodation and meals at such place of meeting as the Directors may from time to time determine, and these travel expenses and per diem shall be a charge on the funds of the CBF.
- (c) Directors shall manage and conduct the general affairs of the CBF and any matter in connection therewith decided by majority vote thereof is binding upon the CBF until the annual meeting thereof next following. Each motion considered by the Board of Directors must be moved by one Director and seconded by a different Director before discussion commences. Each Director, including the chairperson, shall be eligible to move or second a motion. In the event a motion is not seconded, it shall be dropped and not voted upon.

- (d) Saving only financial fraud, the Directors shall be indemnified by the CBF for any and all financial and legal liability that may in any manner arise out of the exercise of their respective duties appertaining to the CBF.
- (e) The Directors may from time to time establish and conduct bridge tournaments in Canada in the general interest of all Canadians, and may direct conditions of contest, policies and rules for the tournaments, establish such fees for play, set such time requirements for completion of each round of same, provide for the awarding of such masterpoints for said tournaments as may be sanctioned and generally may hold, conduct, supervise, and control all such tournaments so established by it.
- (f) A quorum of the Board of Directors for the transaction of business shall consist of not less than a majority of the Directors elected for all Zones. Votes shall be carried by a majority vote. In case of an equality of votes either on a show of hands or on a ballot, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.
- (g) Any Officer or Director of the CBF may be suspended for cause at any validly constituted meeting of the Board, provided that two thirds of those present shall so vote. Any Officer or Director so suspended shall be notified in writing of said suspension and of the reasons therefore, said notification to be by prepaid registered mail, and such suspension shall be further considered at a special Directors' meeting held for the purpose, of which meeting said suspended Officer or Director shall be entitled as of right to be present, to be heard and to be represented by counsel of his choice. At the conclusion of said hearing, if cause be shown thereat, said Officer or Director may be removed and replaced in the manner aforesaid.
- (h) The absence of any Director (except for valid reasons, the proof of which is on him) from two consecutive meetings may be considered valid cause for his removal.
- (j) A special meeting of the Board of Directors shall be called by order of the President or upon request of any two members of the Board.
- (k) Notice of such special meetings of the Board of Directors may be given in any one of the following methods; i.e., written notice by prepaid registered mail, or sent by courier, or personally delivered at least ten (10) days prior to the time set for said special meeting and containing the substance of the matters to be decided at and the reasons for said special meeting. No other business of said CBF shall be transacted at any such special meeting other than that specified in the notice.
- (l) Notwithstanding the foregoing, a special general meeting may be held without written notice or requirement as to time if the circumstances be sufficiently serious to so warrant, provided that the Executive Secretary conducts a telephone vote of all Directors in connection therewith and at least two-thirds of the number thereof consent thereto.

SECTION 7 - OFFICERS

7.01 GENERAL PROVISIONS

- (a) The Officers of the CBF shall consist of a President, Vice-President, Treasurer and Executive Secretary to be elected annually by the Board of Directors at the Board's first meeting of each calendar year, and such Officers shall hold office until their successors are elected.

- (b) Vacancies in any office due to any cause shall be filled by majority vote of the remaining Directors, which said vote may be conducted by telephone or in such other manner as they may by majority vote decide.
- (c) The Treasurer and Executive Secretary will receive a stipend, the amount to be determined from time to time by the Directors.

7.02 DUTIES OF THE OFFICERS

(a) Duties of the President:

The President shall have, subject to the approval of the Board of Directors, the general supervision of the affairs of the CBF including the power to engage and discharge any servant thereof, and shall act as chairperson of meetings of the CBF and of the Board of Directors.

(b) Duties of the Vice-President:

The Vice-President shall, in the absence of the President, preside at meetings of the CBF and of the Board of Directors, and shall perform such further acts and duties as may be delegated to him from time to time by the President and/or by the Board of Directors.

(c) Duties of the Executive Secretary:

The Executive Secretary shall act as manager of the affairs of the CBF. She shall see to the safe and proper keeping of all property of the CBF, including the Corporate Seal, keep the minutes of the proceedings of the CBF and of the Board of Directors, give notice of all meetings, certify all accounts incurred by the Board of Directors, notify members of the appointment of committees and perform such other duties pertaining to her office as the President or the Board of Directors may require, and shall be charged with all duties pertaining to membership.

(d) Duties of the Treasurer:

The Treasurer shall collect and receive all monies due or owing the CBF and shall pay all proper accounts thereof. She may endorse for deposit all cheques payable to the CBF and shall deposit all ordinary funds of the CBF in an account with a chartered Bank or trust company provided by the Board of Directors in the name of the CBF and all cheques, under \$5000, on the same shall be drawn and signed by the Treasurer or by any two individuals holding one of the following offices: Treasurer, President or Vice President and all cheques, \$5000 or more, on the same shall be drawn and must be signed by any two individuals holding one of the following offices: Treasurer, President, or Vice President.

(e) Execution of Documents:

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint an Officer or Officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the

corporation. The Corporate Seal of the CBF when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

7.03 VACANCY IN OFFICE

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the CBF. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director, or
- d. such Officer's death.

If the office of any Officer of the CBF shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - ADVISORY COMMITTEE

Any Canadians who are members of the ACBL Board of Directors or of the World Bridge Federation Executive Council shall serve on an Advisory Committee to the Board of Directors, and while they serve in that capacity, be entitled to attend at all regular meetings of the Board of Directors of the CBF provided, however, that such persons will not be entitled to vote on any matter before the Board of Directors.

SECTION 9 - AMENDMENTS TO BY-LAW

- (a) This By-law may be amended or augmented by a majority vote of the Members present at any annual meeting; provided that:
 - i.) Notice of any proposed amendment or addition to this By-law be given in writing to the Executive Secretary and filed within at least 30 days prior to the annual meeting at which said By-law or amendment is proposed to be considered; and
 - ii.) The substance of said amendment or addition to this By-law be fully set out in said notice.
- (b) Upon receipt of any such notice the Executive Secretary shall specifically mention said proposed amendment or addition in her notice prior to said annual meeting at which same is to be considered and the substance of said proposed change shall be set out in the agenda of said meeting.
- (c) Notwithstanding the foregoing, this By-law may be amended or augmented at any annual or special general meeting without the necessity of prior notice being filed if a quorum of the Directors present at said meeting by majority vote declare that the consideration of an amendment without notice be deemed proper under the circumstances, but in any event no such amendment or addition shall be deemed valid unless approved by the vote of at least two-thirds (2/3) of the authorized Members present and voting at said annual meeting; and

- valid unless approved by the vote of at least two-thirds (2/3) of the authorized Members present and voting at said annual meeting; and
- (d) 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.

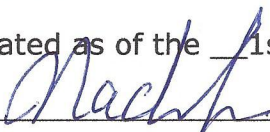
SECTION 10 - EFFECTIVE DATE

10.01 Effective Date


Subject to matters requiring a special resolution, this By-law shall be effective when approved by the Board.

CERTIFIED to be By-Law No. 1 of the Canadian Bridge Federation Incorporated, as enacted by the directors of the CBF by resolution on the 22nd day of May, 2013 and confirmed by the general membership of the CBF by special resolution on the 29th day of May, 2013.

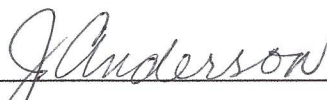
Dated as of the 1st day of June, 2013.



[Nader Hanna - President CBF]



[Peter Morse - Vice-President CBF]



[Janice Anderson - Executive Assistant]

