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**ESPORT CANADA
GENERAL BY-LAW NO. 1****ARTICLE 1
INTERPRETATION****1.1 Definitions**

As used in this By-law, the following terms have the following meanings:

- I. **“Act”** - the Canada Not-for-Profit Corporations Act and the regulations under the Act, all as amended, re-enacted or replaced from time to time;
- II. **“Annual General Meeting”** (AGM) - the Annual Meeting of the Members which has been designated by the Board as the annual meeting of voting Members referred to in Article 12.1;
- III. **“Articles”** - the Articles of Incorporation of Esport Canada filed with Corporations Canada, as amended from time to time;
- IV. **“Board”** - the Board of Directors of Esport Canada;
- V. **“By-law”** - this General By-law No. 1, as amended by the Members from time to time;
- VI. **“Chair”** - Chair or President of the Board of Directors of Esport Canada;
- VII. **“Chief Executive Officer”** (CEO) - the Chief Executive Officer of Esport Canada as defined in Article 5.1;
- VIII. **“Chief Financial Officer”** (CFO) - the Chief Financial Officer of Esport Canada as defined in Article 5.3;
- IX. **“Chief Legal Officer”** (CLO) - the Chief Legal Officer of Esport Canada as defined in Article 5.4;
- X. **“COC”** - the Canadian Olympic Committee/Comité Olympique Canadien;
- XI. **“Directors”** - Persons elected to the Board of Directors;
- XII. **“Divisions”** - the three National Councils of Esport Canada: Education (EC EDU), Post-Secondary (EC PS), and Competitive (EC COMP);
- XIII. **“EC COMP”** - Esport Canada Competitive - a National Council within Esport Canada;
- XIV. **“EC EDU”** - Esport Canada Education - a National Council within Esport Canada;
- XV. **“EC NPC”** - Esport Canada National Players’ Commission - an independent, advisory body within Federation, specified in Article 7;

- XVI. **“EC NPC Representative”** - a registered National Team Player or alumni, elected to represent players within the advisory body;
- XVII. **“EC PS”** - Esport Canada Post-Secondary - a National Council within Esport Canada;
- XVIII. **“Federation”** - Esport Canada;
- XIX. **“GEF”** - Global Esports Federation;
- XX. **“General Meeting”** - a meeting of the Members of Esport Canada and includes any meeting designated as the Annual General Meeting or as a Special Meeting;
- XXI. **“IESF”** - International Esports Federation;
- XXII. **“IF”** or **“International Federation”** - an international sport Federation for the given sport;
- XXIII. **“Independant”** - no fiduciary obligation to any body for esports at the national or provincial level, receives no direct or indirect material benefit from any such part, and is free of any conflict of interest of a financial, personal or representational nature, as determined by the Nominating Committee;
- XXIV. **“International Olympic Committee” (IOC)** - the international non-governmental not-for-profit organization recognized by the Swiss Federal Council, and which governs the organization, action and operation of the Olympic Movement worldwide and sets forth the conditions for the celebration of the Olympic Games and the Olympic Winter Games, as well as any Youth Games;
- XXV. **“Member”** - a voting member of Esport Canada as defined in Article 3;
- XXVI. **“Nominating Committee”** - the standing committee of the Board referred to in Article 6.2;
- XXVII. **“Officers”** - executives appointed to execute the operations of the Federation;
- XXVIII. **“Olympic Esports Games”** - the Olympic Games for Esports, categorized by Virtual Sport, Simulated Sport, and Traditional Esport;
- XXIX. **“Person”** - a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns having a similarly extended meaning;
- XXX. **“Registered Entity”** - organizations, institutions, clubs, tournament organizers, or any other body formally recognized by Members through an approved registration process. These entities operate esports programs, events, or leagues and contribute to the development of the Canadian esports ecosystem at the scholastic, post-secondary, grassroots, or competitive levels.
- XXXI. **“Secretary-General”** - the secretary-general of Esport Canada;

- XXXII. **“Special Meeting”** - meaning specified in Article 12;
- XXXIII. **“Special Resolution”** - a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution;
- XXXIV. **“Suspension Period”** - a ninety (90) day period to cure non-compliance as specified in Article 3; and
- XXXV. **“Vice-Chair”** - a Vice-Chair of the Board.

1.2 Interpretation

The division of this By-law into articles, sections and other subdivisions and the insertion of headings are for convenient reference only and do not affect its interpretation. Words importing the singular number include the plural and vice versa. Any reference in this By-law to gender includes all genders. In this By-law the words “including”, “includes” and “include” means “including (or includes or include) without limitation”.

1.3 Subject to Act and Articles

This By-law is subject to, and should be read in conjunction with, the Act and the Articles. If there is any conflict or inconsistency between any provision of the Act or the Articles and any provision of this By-law, the provision of the Act or the Articles will govern.

ARTICLE 2

BUSINESS OF THE CORPORATION

2.1 Legal Form

- I. Esport Canada, hereafter referred to as the Federation is a non-profit organization of an associative nature as defined by Corporations Canada and is federally incorporated.

2.2 Status & Structure

- I. The Federation is the national representative within the International Federations (IF) of the Global Esports Federation (GEF) and the International Esports Federation (IESF).
- II. In alignment with Canadian Sport Policy, the Federation is committed to:
 - A. Supporting Introduction to Sport by promoting fundamental digital literacy and esports participation skills through accessible programming and school-based initiatives.
 - B. Promoting Recreational Esports as a means of fostering community, health, and enjoyment for all ages and abilities.
 - C. Advancing Competitive Esports through structured and ethical pathways for skill development and performance benchmarking.
 - D. Facilitating High Performance Esports by supporting national teams and top-tier competitors in achieving world-class results in global esports competitions.

- E. Utilizing Esports for Development by leveraging esports as a tool for positive social impact, inclusion, education, and economic innovation across communities in Canada and abroad.
- III. The Federation is dedicated to creating safe and equitable opportunities for all Canadians to engage and excel in esports through Divisions of specialized support:
 - A. ESPORT CANADA EDUCATION (EC EDU)
 - B. ESPORT CANADA POST-SECONDARY (EC PS)
 - C. ESPORT CANADA COMPETITIVE (EC COMP)

2.3 Head Office

The head office of the Federation is located in a judicial district in the country of Canada at such address as the Board of Directors may determine. The Federation may, by resolution of the Board of Directors, relocate its head office within the judicial district in which it is located. The Federation may also, by special resolution, relocate its head office into another judicial district in Canada.

2.4 Offices

The Federation may, in addition to its head office, establish and maintain any other offices, agencies and places of business elsewhere within or outside Canada.

2.5 Official Languages

The official languages of the Federation shall be English and French. Official documents when possible shall be available in both English and French.

2.6 Financial Year

The fiscal year of the Federation shall be the 1st of July to the 30th of June.

2.7 Signing Authority

The CEO, CFO, and Chair have signing authority for all partnerships and transactions of the Federation and its Divisions.

The Board of Directors may, from time to time, by resolution of the Board, set limits on signing authorities.

2.8 Banking Arrangements

The opening/closing of bank/investment for the Federation at any financial institution must only be completed with approval of a quorum vote by the Board of Directors.

The Board of Directors may, from time to time, by resolution of the Board, set limits and authorizations on banking.

2.9 Annual Financial Statements

The financial statements or annual report, as well as other reports presented at the AGM, shall be made available to members upon request or as required by applicable laws or regulations.

- I. Annual financial statements in their entirety must be audited (or reviewed/compiled as per section 2.10) and posted on the Federation's website within six months of year end.
- II. Financial statements of the Federation are to be reviewed by the board at a meeting:
 - A. in respect of unaudited quarterly financial statements, within 60 days of a quarter ending; and
 - B. in respect of the annual financial statements, within 90 days of year end.
- III. The board is responsible for risk management which includes ongoing identification of risks and measuring annually its risk management and internal control systems.
- IV. Directors should receive quarterly a written certification of the CEO and CFO that: all required remittances be they be for deductions at source, sales tax, or any other government remittances have been made, all other payments for which Directors are personally liable have been made, describes any breach of a material agreement and the status of any claims or lawsuits threatened or initiated against the Federation including a status update of each, confirms that all insurance coverage (including Directors and Officers liability insurance) approved by the Board is in full force and effect and that all premiums have been paid, and describes any material risks (financial or otherwise) to the Federation.

2.10 Financial Review and Audit

- I. **Waiver of Public Accountant Requirement**

For the upcoming fiscal year, if the Federation's projected annual revenue is expected to be less than fifty thousand dollars (\$50,000), the Members may, by unanimous resolution at least 120 days prior to the fiscal year end, waive the requirement to appoint a public accountant for the fiscal year, in accordance with the Act. This decision may be revisited during the year if there are material changes to the projected revenue. The appointed public accountant shall deliver the audited or reviewed financial statements, as applicable, within 90 days of the fiscal year end
- II. **Review Engagement for Mid-Level Revenue**

For the upcoming fiscal year if the Federation's projected annual revenue is expected to be equal to or greater than fifty thousand dollars (\$50,000) but less than two hundred fifty thousand dollars (\$250,000), an auditor shall be appointed from an external recognized firm of independent public accountants by the Voting Members at least 120 days prior to the fiscal year end, in accordance with the Act. The appointed auditor shall perform an audit of the financial statements, unless the Members, by special resolution, require a review engagement instead. This decision may be revisited during the year if there are material changes to the projected revenue. The appointed auditor or public accountant shall deliver the audited or reviewed financial statements, as applicable, within 90 days of the fiscal year end.

III. Audit Requirement for Higher Revenue

For the upcoming fiscal year if the Federation's projected annual revenue is expected to be two hundred fifty thousand dollars (\$250,000) or greater, an auditor shall be appointed from an external recognized firm of independent public accountants by the Voting Members at least 120 days prior to the fiscal year end, in accordance with the Act. This decision may be revisited if there are material changes to the projected revenue during the year. The appointed auditor or public accountant shall deliver the audited or reviewed financial statements, as applicable, within 90 days of the fiscal year end.

**ARTICLE 3
MEMBERSHIP****3.1 Class of Membership**

The Federation shall have one (1) class of Membership:

I. Voting Members**3.2 Eligibility**

Voting Membership in Esport Canada shall be granted to:

- Members of the Board of Directors of Esport Canada, not fewer than five (5) nor more than ten (10), as defined in Article 4; and
- Members of the National Councils, not more than thirty-five (35), as defined in Article 3.3.

3.3 Composition of National Council Membership

The Federation shall recognize and support National Councils as standing bodies for sector-specific governance, policy development, and coordination within the Federation. National Councils may, from time to time, establish additional eligibility criteria, procedures, and terms of office, subject to approval by the Board of Directors. Membership on each National Council shall be limited to approved entities or representatives as outlined below:

I. Education National Council

The Education National Council shall include one (1) Member per province or territory, not fewer than five (5) nor more than ten (10), which shall be either:

- a Provincial/Territorial Esports Association that:
 1. Is incorporated as a not-for-profit organization within its jurisdiction;
 2. Is recognized by the Federation as the official body for esports in that region;
 3. Complies with all relevant policies and reporting obligations of the Federation.

- OR a Provincial/Territorial Representative, in jurisdictions where no recognized association exists, who:
 1. Has been approved by the Board of Directors;
 2. Serves in an interim capacity on behalf of their region until such a time that a compliant Provincial/Territorial Association exists.

II. Post-Secondary (EC PS) National Council

The EC PS National Council shall consist of a maximum of thirteen (13) members, which shall be either:

- Dedicated staff member working in an esports program at a Canadian post secondary institution; or,
- a faculty member directly affiliated with an esports initiative at a Canadian post secondary institution; or,
- an elected student leader within an esports club recognized by a Canadian post secondary institution or student association.

The EC PS National Council will strive for diverse representation, intentionally seeking council composition that reflects a range of perspectives across institution types, regions, program models, and lived experiences, upholding the Federation's commitment to Equity, Diversity, Inclusion, and Accessibility (EDIA).

All EC PS Institutions must:

- Apply in writing for consideration by the EC PS National Council;
- Meet Varsity Program Tier standards as defined by the EC PS National Council;
- Maintain compliance with all Federation and Council-specific requirements.

III. Competitive National Council

The Competitive National Council shall include one (1) Member per province or territory, not fewer than five (5) nor more than ten (10), which shall be either:

- a Provincial/Territorial Esports Association that:
 1. Is incorporated as a not-for-profit organization within its jurisdiction;
 2. Is recognized by the Federation as the official competitive body for esports in that province or territory;
 3. Complies with all applicable policies, obligations, and reporting requirements of the Federation.
- OR a Provincial/Territorial Representative, in jurisdictions where no recognized association exists, who:
 1. Is approved by the Board of Directors;

2. Serves in an interim capacity on behalf of their region until such a time that a compliant Provincial/Territorial Association exists.

3.4 Rights of Members

A Member of the Federation has the right to:

- I. Participate in all Meetings of Members and receive notice and agendas in accordance with these by-laws;
- II. Submit proposals for inclusion in Meeting agendas;
- III. Propose amendments to the Federation's by-laws, Rules and Regulations, Code of Conduct and Ethics, and other governing documents;
- IV. Receive regular communications from the Federation regarding its affairs and decisions;
- V. Participate in programs, competitions, and sanctioned events;
- VI. Be notified if at risk of non-compliance with Membership Obligations and advised on corrective measures;
- VII. Exercise all other rights provided through these by-laws, policies, and decisions of the Federation.

3.5 Obligations of Members

- I. Members shall:
 - A. Represent the interests of players, coaches, team managers, referees, tournament officials, and organizers within their respective jurisdictions or sectors in alignment with the mission, vision, and values of the Federation while fostering inclusive, ethical, and sustainable development of esports across the country;
 - B. Act in good faith and maintain good standing with the Federation;
 - C. Align operations with the Federation's by-laws and Code of Conduct and Ethics;
 - D. Implement all applicable national policies;
 - E. Fulfill all reporting obligations as outlined in the Member Reporting Policy.
- II. All Members of the Federation are solely responsible for ensuring compliance with all policy training and implementation requirements. Failure to comply with or implement any policy requirements shall result in the immediate suspension of their membership status. Upon notification of non-compliance, members will be afforded a ninety (90) day period ("Suspension Period") to cure such non-compliance. If the Member fails to remedy the non-compliance within this Suspension Period, the Federation reserves the right to revoke Membership status or disqualify their voting rights for a duration of one (1) year. Members understand and accept that they are solely liable for any consequences arising from their failure to comply with these obligations.

3.6 Membership Term and Renewal

I. Term

Membership shall be in effect from the 1st of July to the 30th of June, unless otherwise determined by the Board.

II. Renewal

Membership must be renewed annually and is subject to:

- A. Continued compliance with Federation policies;
- B. Submission of required documentation and reports;
- C. Payment of applicable fees; and
- D. Approval by the Board or its designate.

3.7 Discipline or Termination of Members**I. Grounds for Discipline or Termination**

Membership to the Federation may be subject to disciplinary action or termination for just cause. Just cause includes, but is not limited to, violations of the Federation's by-laws, policies, or Code of Conduct and Ethics, acts of misconduct, breach of fiduciary duty, breach of confidentiality/non-disclosure/non-compete, or other such actions that are detrimental to the Federation's mission or reputation.

II. Due Process

The Board of Directors shall establish fair and transparent disciplinary procedures to address alleged violations of membership obligations or conduct. The procedures shall include the following:

- A. A written notice to the member specifying the alleged violation(s) and providing an opportunity for the member to respond within a period of twenty-one (21) days.
- B. A hearing, if necessary, where the member may present evidence, witnesses, and arguments in their defense.
- C. The opportunity for the member to be accompanied by a representative or advisor during the disciplinary proceedings.
- D. A decision-making process by the Board of Directors or a designated committee, considering all relevant information and evidence.
- E. A written notice to the member of the decision and any resulting disciplinary measures or termination.

III. Disciplinary Measures

The Federation may impose one (1) or more of the following disciplinary measures, depending on the severity of the violation and the circumstances:

- A. Verbal or written warning;
- B. Probation, with specified conditions and a timeframe for improvement;
- C. Suspension of membership rights and privileges for a period of ninety (90) days;
- D. Termination of membership, resulting in the immediate cessation of all membership rights and privileges.

IV. Appeal Process

The Federation shall provide a fair and impartial appeal process for members who wish to challenge a disciplinary action or termination decision. The appeal process shall include:

- A. A written notice to the member, outlining the process and timeframe for filing an appeal.
- B. A designated committee or impartial body to review the appeal, considering all relevant evidence and submissions from the member and the organization.
- C. A decision on the appeal, communicated in writing to the member, indicating whether the disciplinary action or termination is upheld, modified, or overturned.

ARTICLE 4**DIRECTORS****4.1 Term of Office of Directors**

- I. The affairs of the Federation shall be managed by a Board of not fewer than five (5) nor more than ten (10) Directors, including:
 - A. Chair
 - B. Vice-Chair
 - C. Chair of National Players' Commission
 - D. Chair of Education National Council
 - E. Chair of Post-Secondary National Council
 - F. Chair of Competitive National Council
 - G. Director(s)
- II. Members of the Board shall be elected for three (3)-year terms at the Annual General Meeting.
- III. Directors shall be eligible for re-election but shall serve for no more than three (3) terms.
 - A. The Chair may serve for one additional term for a maximum twelve year term limit, but may not hold the position of Chair for longer than six years; and
 - B. One Director other than the Chair who serves on the board of a recognized esports International Federation may serve one additional term for a maximum twelve year term limit.

4.2 Nomination of Directors

- I. Directors must at all times act honestly and in good faith with a view to the best interests of the Federation and must not be disqualified by any law or other legal requirements from serving on a not-for-profit Board.
- II. Not more than 60% of the Directors shall be of the same gender. The Federation recognizes that diverse perspectives, experiences and backgrounds provide for optimal Board performance. Diversity refers to the broad range of demographic characteristics that exists across Canadian society including, but not limited to, sex, gender identity, race, ethnicity, sexual orientation, class, economic means, ability, age, official language of Canada spoken, religion

and education.

- III. Not less than 40% of the Directors shall be Independent.
- IV. The Board of Directors shall maintain a skills matrix and Board membership shall be competency-based ensuring that the Directors possess as many of the skills necessary for optimal Board functioning as possible. These skills may include, but are not limited to: financial, governance, legal, and esports.
- V. Nominations, including self-nominations, for election to the Board of Directors shall be submitted in writing to the Secretary-General, or such other Officer as may be designated in the call for nominations, within the timeline specified in the official call for nominations. Upon receipt, the Secretary-General shall forward all nominations to the Nominating Committee, which is responsible for reviewing and assessing the eligibility of nominees.
- VI. The Nominating Committee shall identify nominees recommended for election as Directors by the members based on criteria including, but not limited to:
 - A. Diversity requirements and objectives;
 - B. Skills matrix; and
 - C. Independence.
- VII. A list of eligible candidates shall be compiled and communicated to the Federation's Voting Members a minimum of two (2) days prior to the election.
- VIII. The attendance record of each Director nominated for re-election should be included in the materials that are distributed in connection with the election of Directors of the Federation.

4.3 Election of Directors

Election of Directors should be staggered, with no more than sixty percent (60%) of positions elected in one (1) single year, except for a position being vacated.

The election shall be conducted in a fair and transparent manner, ensuring equal opportunity for all eligible voting members to cast their votes.

Any newly elected Director(s), must complete and sign a Non-Disclosure Agreement, Non-Compete Agreement and any additional legal documentation as required by the Chief Legal Officer prior to assuming the roles and responsibilities of the outgoing Director, with a period of transition between Directors designated by the Chair on a case by case basis. This period includes orientation as to their roles, responsibilities and instruction on good governance practices and governance policies, which is to be refreshed for all Directors after each election.

4.4 Election of Chair and Vice-Chair

The Board is responsible for electing a Chair and Vice-Chair amongst the Directors in accordance with the Canadian Sport Governance Code. The Chair should be an Independent Director.

No person may serve as Chair or Vice-Chair for more than two (2) consecutive terms. The Chair shall act as the non-executive chair of the Board and will preside at meetings of the Board of Directors.

4.5 Election of Director to Chair National Players' Commission

The appointment of a Director to chair the Esport Canada National Players' Commission must be elected by the EC NPC Representatives.

4.6 Election of Directors to Chair National Councils

The appointment of Directors to chair the Education, Post-Secondary, and Competitive National Councils must be held at the Annual General Meeting by each National Council, respectively, and elected only by Voting Members in good standing within each respective National Council.

From time to time, nominations for the Directors to chair Education, Post-Secondary, and Competitive National Councils may include candidates outside their respective National Councils if supported by a majority vote by their respective councils.

4.7 Leave of Absence of Directors

- I. A Director can take a leave of absence by submitting a notice in writing to the Chair and Vice-Chair.
- II. The leave of absence may have a maximum of the remainder of the Director's term.
- III. A Director cannot be removed from their position while on a leave of absence.
- IV. In the event of a Director taking a leave of absence, the Board of Directors will appoint duties to a Director for a temporary basis, until the Director returns, or an interim Director is appointed, whichever occurs first.
- V. An interim Director will be appointed at the next Meeting of Directors, until the position is vacated, or the Director has returned.

4.8 Removal or Resignation of Directors

The position of Director shall be vacated if:

- I. a Director resigns their office by delivering a written resignation to the Chief Executive Officer;
- II. at a Special Meeting of the Members or at a Special Meeting of the Directors called for that purpose, a resolution is passed by two-thirds (2/3) for those who are present at the meeting that the Director be removed from office; or
- III. upon death.

The Voting-Members may remove the Chair from office by a majority vote at an Annual General Meeting or Special Meeting of the Members.

In the event of a position being vacated, a replacement Director can be confirmed with a Special Meeting of the Members or at a Special Meeting of the Directors called for that purpose, a resolution is passed by

two-thirds (2/3) for those who are present at the meeting that the Director complete their term of the office. This cannot be done within seven (7) days of a position being vacated.

4.9 Duties of the Directors

I. General Duties

The Board of Directors is responsible for overseeing the management of the activities and affairs of the Federation, ensuring that its direction and operations align with the Federation's stated mission, vision, and values as articulated through multi-year strategic planning. This oversight is exercised primarily through the Chief Executive Officer, who is accountable to the Board for the execution of strategic and operational activities. The Board shall possess all such powers and authority as are reasonably necessary to carry out these duties and responsibilities.

For the transaction of business by the Board, a quorum shall consist of 50% + 1. The Board of Directors shall exercise full authority in the following:

- A. Initiating operational policies necessary to perform duties as outlined in the Constitution and By-laws including, but not limited to:
 - 1. Membership,
 - 2. Eligibility,
 - 3. Awards,
 - 4. Sanctioning,
 - 5. Penalties and Protests,
 - 6. Etc.
- B. All fiscal matters of the Federation.
- C. The employment of the Chief Executive Officer and through the Chief Executive Officer, the Officers of the Federation.
- D. The submission of an interim financial report to be presented at the Annual General Meeting with annual financial statements available to Members upon request after annual filing.
- E. The submission of an annual report outlining events and activities of the Federation to be presented at the Annual General Meeting.
- F. The authorization of Officers to conduct necessary business of the Federation.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform duties as shall be prescribed by the Board at the time of such appointment. The board by resolution may authorize the retention by it of professional advisors at the expense of the Federation.

II. Chair

The Chair is responsible for the following:

- A. Oversee an annual board review process;

- B. Call regular meetings of the Board of Directors;
- C. Set agendas and chair meetings of the Board of Directors;
- D. Oversee the governance and strategic direction of the organization;
- E. Uphold the mission, vision, and values of the Federation in all activities and communications;
- A. Vote on by-laws, elections, at meetings of the Board of Directors, Member Meetings, and Annual General Meetings.

As the head of the board, the Chair ensures the board functions effectively, fostering collaboration among its members, and upholds the Federations mission, vision, and values.

The Chair will have such other powers and duties as the Board from time to time determines. If the Chair vacates their position during their term, the Board shall immediately appoint the Vice-Chair of the Federation to act as Chair in the interim.

III. **Vice-Chair**

The Vice-Chair is responsible for the following:

- A. Assist the Chair in carrying out important tasks related to the function of the Federation;
- B. Preside over meetings in the Chair's absence;
- C. Collaborate with Directors to ensure effective board functioning;
- D. Uphold the mission, vision, and values of the Federation in all activities and communications;
- E. Vote on by-laws, elections, at meetings of the Board of Directors, Member Meetings, and Annual General Meetings.

IV. **Chair of the National Players' Commission**

The chair of the National Players' Commission is responsible for the following:

- A. Call regular meetings of the National Players' Commission;
- B. Set agendas and chair meeting of the National Players' Commission;
- C. Represent the voice and perspectives of players to the Board of Directors;
- D. Act as a liaison between the Players' Commission and the Board, ensuring effective two-way communication;
- E. Provide input on policies, decisions, and initiatives that impact player welfare and participation;
- F. Participate in meetings of the Board of Directors and contribute to decision-making processes;
- G. Support the development and promotion of player-centered policies and programs;
- H. Uphold the mission, vision, and values of the Federation in all activities and communications;
- I. Vote on by-laws, elections, at meetings of the Board of Directors, Member Meetings, and Annual General Meetings.

V. **Chairs of Education, Post-Secondary, and Competitive National Councils**

The chair to the Education, Post-Secondary, and Competitive National Councils, respectively, are responsible for the following:

- A. Call regular meetings of the National Councils;
- B. Set agendas and chair meetings of the National Councils;

- C. Represent the interests the National Councils to the Board of Directors;
- D. Oversee the promotion and development of programs and initiatives within the purview of the National Councils;
- E. Support the development of regulations and/or policies within the purview of the National Councils;
- F. Communicate financial needs and/or requests of the National Council;
- G. Uphold the mission, vision, and values of the Federation in all activities and communications;
- H. Vote on By-laws, elections, at meetings of the Board of Directors, Member Meetings, and Annual General Meetings.

VI. Director(s)

A Director is responsible for the following:

- A. Contribute to the overall governance and strategic direction of the organization;
- B. Leverage expertise, knowledge, and diverse perspectives to support the achievement of the Federation's objectives;
- C. Participate in meetings of the Board of Directors and decision-making processes;
- D. Provide guidance to the development of policies, programs, and initiatives;
- E. Uphold the mission, vision, and values of the Federation in all activities and communications;
- F. Vote on by-laws, elections, at meetings of the Board of Directors, Member Meetings, and Annual General Meetings.

4.10 Meetings of the Board of Directors

I. Chair of Meeting of Directors

The chair of any meeting of Directors shall be the Chair, or in the Chair's absence, the Vice-Chair. If neither the Chair nor the Vice-Chair is present at the meeting, the Directors present shall choose, by majority vote, one of their number to chair the meeting.

II. Procedure at Meeting

The order of business at any meeting shall be at the discretion of the chair of the meeting. To the extent applicable and provided the same are not inconsistent with this By-law, the rules contained in the current, official version of the *Robert's Rules of Order Newly Revised*, referenced on the Robert's Rules Association website, shall govern meetings of the Board.

III. Place of Meetings

Meetings of the Board of Directors may be held either at the head office, elsewhere within Canada, internationally or virtually as the Directors may from time to time determine.

IV. Calling of Meetings

A meeting of the Board of Directors may be called by the Chair. Notice of the meeting shall be provided to each Director through delivery, mail, telephone, email, or digital contact, and must be given no less than two (2) days before the meeting is scheduled to take place, exclusive of the day on which the notice is delivered or telephoned, but inclusive of the day for which notice is given.

V. Regular Meetings

The Board may establish regular meetings of the Board. Any resolution establishing such meetings will specify the dates, times and places of the regular meetings and will be sent to each Director.

VI. Notice of Regular Meeting

No notice of meeting is required for any regularly scheduled meeting except where the Act requires the notice to specify the purpose of, or the business to be transacted at, the meeting. Provided a quorum of Directors is present, a meeting of Directors may be held, without notice, immediately following the Annual Session.

VII. Notice of Special Meeting

Special Meetings of the Board of Directors may be held without formal notice if all Directors are present or if absent Directors have waived notice or provided written consent for the meeting to proceed in their absence.

VIII. Waiver of Notice

Any Director has the authority to waive notice of a meeting or any irregularity in a meeting or its notice.

IX. Effect of Irregularity in Notice

Provided the notice of a regular or Special Meeting of the Board was properly sent, non-receipt of any notice, by any person, or any error in any notice not affecting the substance of the notice, does not invalidate any resolution passed or any action taken at a meeting of the Board of Directors.

4.11 Quorum

A majority (50% + 1) of authorized Directors shall form a quorum for the transaction of business. Meetings shall proceed with present Directors, even in the case of lost quorum.

4.12 Votes to Govern

Questions arising at any Meeting of Directors shall be decided by a majority of votes. Quorum must be met in order for voting to be considered valid. In cases of an equality of votes on any question the Chair in addition to their original vote shall have a second or casting vote for resolution of that tie vote only.

4.13 No Proxies

No Director may appoint a proxy to represent them for any reason at a meeting of Directors.

4.14 Remuneration and Expenses

The Directors, shall not accept any compensation or bonus of any kind in consideration for their services or for the performance of their Board duties. They may, however, be reimbursed for their travelling, accommodation and other justified and reasonable expenses incurred in carrying out their duties.

4.15 Conflict of Interest

Each Director shall avoid placing themselves in any situation where their personal interest would be in conflict with their obligations as a Director of the Federation.

A Director must disclose the nature and value of any interest they have in a contract or transaction to which the Federation is a party. "Interest in a contract or transaction to which the Federation is a party" means any financial stake in a contract or transaction that may reasonably be considered likely to influence decision-making. Furthermore, a proposed contract or a proposed transaction, including related negotiations, is considered a contract or transaction.

4.16 Signed Resolution

A resolution in writing, signed by all Directors entitled to vote on the resolution, has the same force as if it had been passed at a meeting of the Board of Directors. A copy of each resolution must be kept with the minutes of the meetings of the Board of Directors.

ARTICLE 5

OFFICERS

5.1 Appointment and Duties of the Chief Executive Officer

The Board shall appoint the Chief Executive Officer (CEO) who shall have such powers and duties as the Board determines from time to time. The Chief Executive Officer shall lead the Federation's operations and be responsible for the Federation's day-to-day activities and affairs. It shall be the responsibility of the Chief Executive Officer to appoint, manage, and direct the Officers of the Federation, subject to any policies or oversight established by the Board.

Directors should not liaise with management other than the CEO or, in respect of the Chair and members of the Audit and Finance Committee, the Chief Financial Officer, or assume operational responsibilities without the joint approval of the Board and CEO.

5.2 Appointment and Duties of the Secretary-General

The Chief Executive Officer shall be the Secretary-General of the Federation for all the purposes for which such title is customarily used by the Canadian Olympic Committee or International Federations.

The duties of the Secretary General include:

- I. Giving or causing to be given notices required to be given to Members, Directors, Officers, public accountants and members of committees;
- II. Attending at and being the secretary of meetings of Directors, Members, and committees and having the minutes of all proceedings at such meetings entered in the books and records kept for that purpose; and
- III. Being the custodian of the books, papers, records, documents, and instruments belonging to the Federation. The Secretary General will have such other powers and duties as the Board determines.

The Secretary-General shall serve as a non-voting Officer of the Federation and is not entitled to vote at any Meeting of Members or Meeting of Directors.

In accordance with principles of good governance and confidentiality, the Secretary-General shall withdraw from any Meeting of Directors when the Board of Directors motions to meet in-camera, unless explicitly invited to remain by a majority vote of the Directors present.

5.3 Appointment and Duties of the Chief Financial Officer

The Chief Executive Officer shall appoint the Chief Financial Officer (CFO), who shall serve as the senior executive responsible for the financial management and fiscal integrity of the Federation. The Chief Financial Officer shall report directly to the Chief Executive Officer and liaise with the Chair and members of the Audit and Finance Committee, as appropriate. The CFO shall support the implementation of financial policies, oversee day-to-day financial operations, and ensure compliance with all statutory reporting and regulatory requirements, including financial filings, audits, and returns to the Canada Revenue Agency, in accordance with the Act.

5.4 Appointment and Duties of the Chief Legal Officer

The Chief Executive Officer shall appoint the Chief Legal Officer (CLO), who shall serve as the senior executive responsible for overseeing the legal affairs of the Federation. The Chief Legal Officer shall report directly to the Chief Executive Officer and liaise with the Chair and members of the Governance and Nominations Committee, or other relevant committees, as appropriate. The CLO shall provide legal advice on risk management, compliance, contracts, dispute resolution, and other legal matter, and ensure that the Federation's operations are conducted in accordance with applicable laws and regulations.

5.5 Conflict of Interest

Each Officer shall avoid placing themselves in any situation where their personal interest would be in conflict with their obligations as an Officer of the Federation.

An Officer must disclose the nature and value of any interest they have in a contract or transaction to which the Federation is a party. "Interest in a contract or transaction to which the Federation is a party" means any financial stake in a contract or transaction that may reasonably be considered likely to influence decision-making. Furthermore, a proposed contract or a proposed transaction, including related negotiations, is considered a contract or transaction.

5.6 Removal or Resignation of Officers

A majority of the Directors may, by resolution, remove the Chief Executive Officer, the sole Board-appointed Officer of the Federation, at any time, with cause. Such removal shall be without prejudice to any rights the Chief Executive Officer may have under applicable law or an employment agreement with the Federation.

All other Officers of the Federation shall be appointed and may be removed by the Chief Executive Officer, subject to any oversight, limitations, or procedures established by the Board. The Board reserves the right to review or intervene in the appointment or removal of any Officer if circumstances warrant, including but not limited to misconduct, breach of fiduciary duty, or actions contrary to the best interests of the Federation. Any such intervention shall be carried out in accordance with principles of procedural fairness and applicable law.

Any Officer may resign from office at any time by delivering their resignation in writing to the Chair or the Secretary-General, unless otherwise specified in an employment or service agreement.

ARTICLE 6

COMMITTEES

6.1 Standing Committees

The Board shall have the following committees:

- I. Nominating
- II. Governance and Ethics
- III. Audit and Finance

The Board may establish additional committees as it determines to be necessary or desirable. The Board shall appoint individuals to such committees who may or may not be Directors, provided that the chair of any such committee shall be a Director.

The Board shall approve the terms of reference for each Board-appointed committee and may:

- I. Appoint committee members, prioritizing diverse perspectives, skills, expertise, and experience relevant to the committee's purpose;
- II. Delegate to any such committee comprised wholly of Directors any of the powers of the Directors except those powers that, under the Act, a committee of Directors has no authority to exercise; and
- III. Determine what responsibilities any such committee should have. The Board shall have the power to alter the composition of Board-appointed committees, to terminate appointments of chairs or members of such committees and to dissolve such committees.

6.2 Nominating Committee

The role of the nominating committee will include proposing those individuals recommended for election as Directors by the Members. The nominating committee:

- I. Should have an odd number of members;
- II. Must not include any Director up for election;
- III. Must include appropriate representation from the Board, including Independent Directors, a representative of the EC NPC, and other stakeholders with the objective that the committee is respected, credible and representative; and
- IV. Does not require the approval of recommendations by the Board.

6.3 Committee Proceedings

- I. Meetings of committees of the Board may be held at any place in or outside Canada whether in person or virtually.
- II. Each committee shall provide one (1) report on a quarterly basis, including updates, or recommendations to the Board of Directors, as determined by the committee or as requested by the Board or Officers.
- III. Committee chairs or designated representatives shall from time to time be invited to attend meetings of the Board of Directors to present committee reports, seek Board input, and facilitate communication between the committee and the Board of Directors.
- IV. Committee chairs may also be invited to provide reports or updates at the Annual General Meeting, Meetings of Members, or other relevant gatherings.
- V. Standing committees shall undergo periodic reviews to assess their effectiveness, relevance, and alignment with the Federation's strategic goals.

ARTICLE 7

PLAYERS' COMMISSION

7.1 Esport Canada National Players' Commission

The Esport Canada National Players' Commission ("EC NPC") is an independent, advisory body within Federation, responsible for representing matters related to Canadian esports players, their rights and their welfare.

The Federation shall maintain a registry of all former National Team players , including those who have represented Canada in international esports competitions under the auspices of the Federation. This registry shall be securely maintained and regularly updated by the Federation, for the purpose of enabling ongoing engagement with national team alumni.

I. Objectives

The EC NPC's objectives are to:

- A. Represent the interests and welfare of Canadian esports players;
- B. Provide advice and feedback to the Federation's Board of Directors on player-related matters;
- C. Foster open, transparent, and effective two-way communication between players and the Federation; and
- D. Promote Equity, Diversity, Inclusion, Accessibility and safe, clean sport values.

II. Composition

The EC NPC shall be composed of:

- A. Four (4) persons who have been elected at or after the most recent Olympic Esports Games by the defined pool of players as set out in Article 7.2;
- B. Four (4) persons who have been elected at or after the most recent International Federation Games by such defined pool of players as set out in Article 7.2; and

- C. Two (2) additional persons appointed by the National Players' Commission members to increase overall diversity of perspectives as outlined in Article 7.2 II. These additional persons may include player representatives of the EC EDU or EC PS National Council programming and initiatives.

7.2 Eligibility to the EC NPC

I. Eligibility

Players must:

- A. Be a minimum of 18 years old;
- B. Have a minimum of three (3) years of competitive esports experience; and
- C. Have represented Canada in an IF-accredited event or equivalent national/international competition.

II. Diversity

The EC NPC shall strive to reflect diversity in:

- A. Game titles
- B. Gender identity
- C. Regional and linguistic communities
- D. Age groups
- E. Marginalized or underrepresented groups in Canadian esports

7.3 Election to the EC NPC

I. Election Procedures

Elections to the EC NPC will be conducted through open applications and player voting, coordinated by the outgoing Commission in consultation with the Federation. This process shall include:

- A. An open call for nominations/applications to be announced via the Federation's platforms;
- B. Submission of nominations/applications highlighting experience and intent; and
- C. Election to be held at an Players' meeting, where all registered national-level esports players of the Federation shall be eligible to vote.

II. Election of Officers of the Players' Commission

Elected Representatives of the National Players' Commission shall elect from among their membership a Chair, Vice-Chair and a first Officer to serve as Officers for such term as it deems appropriate from time to time.

III. Term of Office

EC NPC Representative shall respect the following requirements:

- A. The term of office for EC NPC members is three (3) years; and

- B. Members may serve a maximum of two consecutive terms.

7.4 Obligations of the EC NPC

I. Code of Conduct

The EC NPC Representatives shall:

- A. Act with integrity, impartiality, and in the best interests of the player community;
- B. Maintain confidentiality of sensitive matters;
- C. Avoid conflicts of interest and declare any potential conflicts immediately; and
- D. Uphold the Federation's Code of Conduct and Ethics, and all applicable policy.

II. Responsibilities

- A. Represent players' interests to the Federation's Board of Directors;
- B. Collect and analyze player feedback through surveys and consultations;
- C. Investigate player complaints and welfare issues;
- D. Oversee player experience and welfare at national qualifiers and events;
- E. Promote clean esports and safeguarding initiatives;
- F. Facilitate players education programs; and
- G. Manage player networking and community-building activities.

III. Reporting and Accountability

- A. The Chair of the EC NPC shall hold a voting seat on the Federation's Board of Directors.
- B. The EC NPC shall submit a quarterly report to the Federation's Board of Directors.
- C. A confidential Case Tracking Sheet shall be maintained for player complaints and welfare concerns.

ARTICLE 8

ESPORT CANADA EDUCATION

8.1 Esport Canada Education

Esport Canada Education (EC EDU) is a national council that supports provincial school esports associations and individual schools in creating opportunities for students to develop holistically through school-based esports. This student-centered approach to school esports is focused on four (4) pillars of programming and support:

I. Varsity Esports

Competitive, extra-curricular esports leagues and tournaments.

II. Scholastic Esports

Esports integrated into curricular learning and as curricular learning.

III. Intramural Esports

Casual gaming clubs and intra-school gameplay.

IV. Development & Resources

Networking for educators, workshops, consulting, IT support, curriculum and resource templates, development and support.

8.2 EC EDU National Council

The EC EDU National Council shall be comprised of a maximum of two (2) individual representatives from each approved Provincial/Territorial Not-For-Profit School Esports Associations, hereby referred to as the EDU Association, or approved designated representatives from provinces/territories where no such EDU Association exists as outlined in Article 3.2.

- I. Representatives to the EC EDU National Council shall be selected by the respective EDU Associations, approved to represent the opinions and interests of their respective EDU Associations, or appointed by the EC EDU National Council where no such EDU Association exists.
 - A. The EDU Associations must apply in writing to the existing EC EDU National Council for approval and recognition.
- II. There can only be one (1) approved EDU Association within each province/territory.

8.3 EC EDU Associations

- I. Any EDU Associations seeking approval and recognition of the EC EDU National Council must meet the following eligibility criteria:
 - A. A majority of Directors of the EDU Association hold a valid Teachers Certificate or government recognized certification for teaching within their respective province/territory and be in the employment of a primary/secondary school division/district or institution.
 - B. Demonstrate diverse representation among school institutions (public, private, English, French, immersion, etc) and geographic locations throughout their respective province/territory for the purpose of decision making within the EDU Association.
 - C. Be registered as a Not-For-Profit Corporation within their respective province/territory, or demonstrate steps being taken towards such registration.
- II. An EDU Association that would like to contest the recognition of another such EDU Association within their province/territory must meet the above stated eligibility criteria and provide their appeal in writing to the EC EDU National Council for consideration.
 - A. The opposing EDU Association may present their defense to the EC EDU National Council but are not eligible to vote in the resolution of the contest of recognition

due to conflict of interest.

- III. In provinces/territories where no such governing body for school esports exists, the EC EDU National Council may appoint a designated representative(s) to sit on the EC EDU National Council until such time as the province/territory is able to establish an EDU Association that meets the above criteria for eligibility.

8.4 EC EDU Conflict Resolution

- I. EC EDU Members in violation of the Federations By-laws shall be held to the protocol and processes outlined in Article 3.6.
- II. EC EDU Members have the right to access fair, transparent, and timely conflict resolution processes, as outlined in the Federation's Conflict Resolution Policy.

ARTICLE 9

ESPORT CANADA POST SECONDARY

9.1 Esport Canada Post-Secondary

Esport Canada Post-Secondary (EC PS) is a national council dedicated to advancing post-secondary esports in Canada and fostering its growth through the promotion of Standards of Excellence. EC PS is founded upon three (3) fundamental pillars:

- I. **Advocacy**
EC PS actively engages in advocating for Canadian post-secondary esports programs, ensuring their inclusion, and addressing their specific requirements with regard to:
 - A. North American Leagues;
 - B. Publishers; and
 - C. Government entities.
- II. **Recognition**
EC PS seeks to recognize and acknowledge exceptional achievements within the Canadian post-secondary esports landscape by:
 - A. Identifying top teams in Canada using the Canadian Power Rankings and National Tournaments;
 - B. and Awarding and celebrating the success and outstanding contributions and accomplishments of coaches, staff, programs, players, and students.

Highlighting post-secondary esports programs that demonstrate excellence in academic integration, research initiatives, or curricular innovation related to esports.

- III. **Education**
EC PS aims to promote the growth of esports in Canadian post-secondary institutions by:
 - A. Encouraging Canadian institutions to allocate resources to esports;

- B. Assisting in the establishment and development of new varsity esports programs in Canadian post-secondary institutions;
- C. Providing guidance to student esports clubs in their efforts to obtain varsity recognition and support;
- D. Establishing Standards of Excellence to define the criteria and expectations for varsity programs; and
- E. Conducting and publishing an annual survey to collect and present a comprehensive overview of the current state of post-secondary esports in Canada.

9.2 EC PS Standards of Excellence

The ECSP Standards of Excellence shall include:

I. **Staff**

- A. The Institution or associated internal organization must employ a full time staff member with esports representing the majority (50% +1) of the employees purview.

II. **Facilities**

- A. The Institution or associated internal organization must provide a designated esports facilities to rostered players enrolled/registered with the institution/organization and signed to the esports program, at no additional cost to the student, for the purpose of practice and competition.
- B. Approved facilities are not required to be on campus but must be provided by the institution or associated internal organization at no cost to the student.
- C. The majority (50% +1) of competitions will be played from the above outlined facility, under the supervision of a designated employee with the purview of esports, esports management and/or coaching.
- D. Institutions or associated internal organizations that have demonstrated commitment too, or have begun construction of an esports facility that meets the requirements of the EC PS National Council and have a completion date within one (1) academic year of application may be approved as meeting the Standards of Excellence for Facilities at the discretion of the EC PS National Council by a majority vote.

III. **Academic Supports**

- A. The Institution or associated internal organization must provide some manner of academic support for rostered players enrolled/registered with the institution/organization and signed to the esports program that exceed the standard supports provided to all enrolled students.
- B. Academic support may be, but are not limited to, scholarships, preferred move-in dates, early registration, preferred class selections, academic supports, health and mental health supports, etc.

IV. **Recognition**

- A. The esports program must provide official documentation from the institution or an associated internal organization, signed by a senior administrator who holds the authority to sign, granting authorization for the aforementioned esports program to represent the institution in intercollegiate esports competition.

V. Academic Eligibility

- A. All rostered players enrolled/registered with the institution/organization and signed to the esports program must be full-time students in good academic standing.
- B. Exceptions may be granted to students in their graduating year, subject to the approval of the EC PS National Council by majority vote.

9.3 EC PS Esports Program Tiers

The EC PS Esports Program Tiers shall include:

I. Varsity

- A. The applicant fulfills all Standards of Excellence.

II. Affiliate

- A. The applicant employs a non-student staff member responsible for esports program; and
- B. fulfills a minimum of three (3) additional Standards of Excellence.

III. Club

- A. All applicant post-secondary esports programs that do not meet the criteria for recognition as a Varsity or Affiliate esports program.

Any EC PS Institution seeking approval and recognition of the EC PS National Council must meet the following eligibility criteria:

- I. Demonstrate diverse representation among industries and geographic locations throughout their respective province/territory in decision making for the Association.
- II. Be registered as a Not-For-Profit Corporation within their respective province/territory, or demonstrate steps being taken towards such registration.

An EC PS Institution that would like to contest the recognition of another such EC PS Institution representing the same such EC PS Institution must meet the above stated eligibility criteria and provide their appeal in writing to the EC PS National Council for consideration.

The opposing EC PS Institution may present their defense to the EC PS National Council but are not eligible for a vote in the resolution of the contest of recognition due to conflict of interest should they hold a seat on the EC PS National Council.

9.4 EC PS Conflict Resolution

- I. EC PS Member Institutions in violation of the Federations By-laws shall be held to the protocol and processes outlined in Article 3.6.
- II. EC EDU Members have the right to access fair, transparent, and timely conflict resolution processes, as outlined in the Federation's Conflict Resolution Policy.

ARTICLE 10

ESPORT CANADA COMPETITIVE

10.1 Esport Canada Competitive

Esport Canada Competitive (EC COMP) is a national council that works alongside not-for-profit provincial associations, grassroots organization, industry, and the diverse gaming communities across the country to develop and support Canadian players with opportunities to participate and excel at all levels of play.

I. Recreational Esports

Non-sanctioned and community-based gaming initiatives, including local leagues, open tournaments, and drop-in gaming communities. Recreational Esports opportunities welcome participants of all skill levels, from casual players to high-performing competitors, fostering a safe and inclusive environment.

II. Club Esports

A structured development pathway, offering tiered leagues, academy programs, and junior circuits designed to accelerate player growth. Club Esports programs are focused on technical skill advancement, teamwork, and competitive readiness.

III. National Teams

The National Teams program supports Canada's top competitive esports players, selected to represent the country at international events. The National Teams compete in globally recognized tournaments, gaining world-class competition experience while contributing to the growth and recognition of Canadian esports on the world stage.

10.2 EC COMP National Council

- I. The EC COMP National Council shall be comprised of a maximum of two (2) individual representatives from approved provincial or territorial not-for-profit Esports Associations, hereby referred to as the COMP Associations, or approved designated representatives from provinces or territories where no such COMP Association exists as defined in Article 3.2.
- II. Representatives to the EC COMP National Council shall be selected by the respective COMP Associations, approved to represent the opinions and interests of their respective COMP Associations, or appointed by the EC COMP National Council where no such COMP Association exists as defined in Article 3.2.

10.3 EC COMP Eligibility

The COMP Association must apply in writing to the existing EC COMP National Council for approval and recognition.

- I. There can only be one (1) approved COMP Association within each province/territory.

- II. Any COMP Associations seeking approval and recognition of the EC COMP National Council must meet the following eligibility criteria:
 - A. Demonstrate diverse representation among industries and geographic locations throughout their respective province/territory in decision making for the Association.
 - B. Be registered as a Not-For-Profit Corporation within their respective province/territory, or demonstrate steps being taken towards such registration.

- III. A COMP Association that would like to contest the recognition of another such COMP Association within their province must meet the above stated eligibility criteria and provide their appeal in writing to the EC COMP National Council for consideration.

The opposing Association may present their defense to the EC COMP National Council but are not eligible for a vote in the resolution of the contest of recognition due to conflict of interest.

- IV. In provinces/territories where no such governing body exists, the EC COMP National Council may appoint a designated representative(s) to sit on the National Council until such time as the province is able to establish an Association that meets the above criteria for eligibility as defined in Article 3.2.

10.6 EC COMP Conflict Resolution

- I. EC COMP Members in violation of the Federations By-laws shall be held to the protocol and processes outlined in Article 3.6.
- II. EC EDU Members have the right to access fair, transparent, and timely conflict resolution processes, as outlined in the Federation's Conflict Resolution Policy.

ARTICLE 11

ADVISORS AND ADVISORY BOARDS

11.1 Role of Advisors

The Federation may invite individuals who possess expertise, knowledge, or experience that can contribute to the achievement of the Federation's mission, vision, and values to serve in the role of an Advisor.

- I. The Federation may engage with invited individual advisors or select to establish advisory boards at the discretion of the Board of Directors upon a majority vote.
- II. Advisors shall serve in a non-voting capacity and shall provide guidance, advice, and support to the Board of Directors and Officers.

11.2 Appointment of Advisors

The Board of Directors shall have the authority to appoint and remove advisors, based on the needs and requirements of the Federation.

- I. Advisors shall be appointed by a majority vote of the Board of Directors.
- II. The term of an advisor shall be determined by the Board of Directors and may be subject to renewal.

11.3 Advisory Board

The Board of Directors may establish an advisory board, consisting of a group of advisors selected based on their expertise and willingness to serve.

- I. The advisory board must be chaired by a Director who is responsible for coordinating meetings, facilitating communication, and representing the advisory board when necessary.

11.4 Functions of Advisors and the Advisory Board

- I. **Duties and Responsibilities**
 - A. Advisors shall provide advice, insights, and perspectives on matters related to the Federation's mission, vision, values, and strategic plan.
 - B. Advisors shall assist in the identification of opportunities, challenges, and potential solutions to further the Federation's objectives.
 - C. Advisors shall support the Federation in networking, fundraising, and building relationships with relevant stakeholders.
- II. **Collaboration with the Board of Directors**
 - A. Advisors shall collaborate with the Board of Directors by attending meetings of the Board of Directors, when appropriate, to provide updates, recommendations, and insights.
 - B. Advisors may be invited to participate in committee meetings, task forces, or working groups established by the Board of Directors.
- III. **Support to Officers**
 - A. Advisors shall provide guidance and mentorship to Officers, sharing their expertise and knowledge to assist in the effective management of the organization.
 - B. Advisors may be consulted on matters related to strategic planning, program development, governance, and other areas where their expertise is relevant.
- IV. **Advisory Board Meetings**
 - A. Advisory board meetings shall be convened at a time and place, and with an agenda, as determined by the Director appointed to chair the advisory board, in consultation with the advisory board, the Board of Directors, or Officers, as appropriate.
 - B. Meeting minutes shall be recorded and distributed to advisors, the Board of Directors, and Officers.

ARTICLE 12

MEETINGS OF MEMBERS

12.1 Types of Meetings

The Federation shall hold the following types of meetings:

I. **Annual General Meeting (AGM)**

The AGM shall be held once every calendar year to conduct official business, including the election of Directors, presentation of reports, and approval of financial statements.

II. **Special Meetings of Members**

A Special Meeting of Members may be called to address urgent or specific matters outside of the regular AGM. These meetings shall follow the procedures outlined in this Article.

12.2 Notice of Meetings

I. **Annual General Meeting**

- A. Notice shall be provided at least thirty (30) days in advance to all Members via electronic communication or physical mail, using the contact information on record.
- B. Notice, registration details, and nomination forms shall be publicly accessible via the Federation's website.
- C. Notice must include date, time, format (physical, electronic, or hybrid), and location of the meeting.
- D. Relevant documents or proposed resolutions shall be distributed to Members via the Federation's established communication channels.

II. **Special Meetings**

- A. Notice of a Special Meeting shall be provided by the Chair or Secretary-General, following a valid request from the Board of Directors, or a majority (50% +1) of Members.
- B. The notice shall clearly state the purpose, date, time, and format of the meeting.

12.3 Submission of Motions

I. **General Motions**

- A. Proposals of motions for consideration must be submitted in writing to the Chair or Secretary-General no later than thirty (30) days prior to an Annual General Meeting, or by a deadline specified by the Board of Directors in advance of a Special Meeting of Members.
- B. Each motion must clearly state the proposed action, rationale, and intended date of implementation.
- C. Submitted motions shall be reviewed by the Board for completeness and clarity, and made available to all Members in advance of the AGM or other Meeting of Members in accordance with notice provisions.
- D. Late motions may only be considered at the discretion of the Chair and with the consent of the Members present.

II. Motions to Repeal or Amend By-laws

- A. The submission of motions that seek to repeal, amend, or add to the By-laws of the Federation shall follow the procedures outlined in Article 14.
- B. Such motions are subject to additional notice, approval thresholds, and compliance requirements as they relate to the Act and these by-laws.

12.4 Procedure of Meetings**I. Chairing the Meeting**

Meetings of Members shall be chaired by the Chair, or in their absence, by a Director designated by the Board.

II. AGM Agenda

The AGM agenda shall include, but is not limited to:

- A. Call to order
- B. Approval of previous AGM minutes
- C. Reports from the Board of Directors (financial, operational, strategic)
- D. Presentation and approval of financial statements
- E. Election or appointment of Directors
- F. Consideration of motions or resolutions
- G. Other business as formally submitted in advance

III. Special Meeting Agenda

- A. The agenda shall be limited to the purpose for which the Special Meeting was called, as outlined in the Article 12.3.
- B. The Chair may set reasonable time limits for discussion and presentations.

IV. Meeting Records

- A. Minutes shall be recorded at all Meetings of Members, including motions, resolutions, and decisions.
- B. Minutes shall be distributed to Members and retained by the Federation.

12.5 Quorum

- I. Quorum is achieved when at least thirty-five percent (35%) of Members are present.
- II. Once quorum is established, the meeting shall proceed and remain valid even if attendance drops below quorum.

12.6 Voting**I. Eligibility and Conduct**

- A. All Voting Members in good standing are entitled to one (1) vote.
- B. Voting is conducted openly via show of hands, electronically, or by secret ballot, as deemed appropriate.
- C. There shall be no voting by proxy.
- D. Voting rights are not increased if an individual serves on multiple National Councils or on both the Council and Board.
- E. Voting results shall be announced by the Chair and recorded in the minutes.

ARTICLE 13**BY-LAW AMENDMENTS****13.1 Amendments**

- I. The Board of Directors shall have the power to repeal or amend these by-laws, but any such repeal or amendment will be in force only until the next Meeting of the Members. If such repeal or amendment is not confirmed by the simple majority of the votes cast by the Members at such meeting, it will cease, but from such day only, to be in force. By-law amendments relating to procedural matters with respect to Member meetings shall take effect only once they have received Member approval.
- II. By-laws or by-law amendments may be passed by a majority vote of those Members in good standing in attendance at the Annual General Meeting or other Meeting of the Members.
- III. Each Director of the Federation shall be entitled to one (1) vote. Notices of motions regarding repeal or amendment to the by-laws may be submitted only by Directors.
- IV. Any motion passed shall remain in effect for at least one (1) year before it is eligible for amendment.

ARTICLE 14**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS****14.1 Limitation of Liability**

No Director or Officer for the time being of the Federation shall be liable for the acts, receipts, defaults, or neglects, of any other Director, Officer, Employee, contractor or volunteer, or for joining in any receipt of act for conformity or for any loss, damage or expense happening to the Federation through the insufficiency or deficiency of title to any property acquired by the Federation or for or on behalf of the Federation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Federation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Federation with whom or which any monies, securities or effects shall be lodged or deposited for any loss, conversion, misapplication of, misappropriation of, or any danger resulting from any dealings with any monies, securities or other assets belonging to the Federation or for any other loss, damage or misfortune which may happen in the execution of the duties of this respective office or trust or in relation thereto, unless the same shall happen by or through their failure to exercise the powers and to discharge the duties of their office honestly, in good faith and in the best interests of the Federation, and in connection therewith to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

14.2 Indemnity

The Federation will indemnify to the maximum extent permitted by the Act:

- I. Any Director or Officer of the Federation;

- II. Any former Director or Officer of the Federation;
- III. Any individual who acts or acted at the Federations' request as a Director or Officer, or in a similar capacity, of another entity;
- IV. Any volunteer acting under the direction of the Federation or a duly constituted committee of the Federation; and
- V. Their respective heirs and legal representatives (collectively, a "Federation Representative"), from and against all costs, charges and expenses, including any legal fees incurred for purposes of defending an action and any and all amounts paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal or administrative actions or proceeding to which the Director or Officer of the Federation is made a party by reason of being or having been a Federation Representative acting under the direction of the Federation, except such costs, charges and expenses as are:
 - A. Occasioned by any fraudulent, dishonest or criminal act committed deliberately by a Federation Representative as determined by final non-appealable adjudication in respect of any action or proceeding; or
 - B. Arising out of or attributable to a Federation Representative gaining any profit, remuneration or advantage to which such Federation Representative was not legally entitled as determined by final non-appealable adjudication in respect of any action or proceeding.

Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

This By-law was made by resolution of the Directors on August 20, 2025.



Chair

This By-law was confirmed by special resolution of the Members on August 20, 2025.



Chair