



**FÉDÉRATION
INTERNATIONALE
DE SAUT À LA
CORDE**

**BY-LAWS
MAY 18, 2005**

FÉDÉRATION INTERNATIONALE DE SAUT È LA CORDE

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BY-LAWS

MAY 18, 2005

A by-law relating generally to the transaction of the business and affairs of

FÉDÉRATION INTERNATIONALE DE SAUT È LA CORDE

(hereinafter referred to as the “Corporation”)

SECTION ONE

DEFINITIONS AND INTERPRETATION

1.01 **DEFINITION OF THE SPORT.** Rope Skipping is defined as physical activity using one or several ropes. Rope Skipping is a sport on its own and not part of any other specific sport. The **FÉDÉRATION INTERNATIONALE DE SAUT È LA CORDE** known as the FISAC with its Board of Directors will work for this development in the future.

1.02 **Definitions.** In this By-law and in all other By-Laws and resolutions of the Corporation, unless the context otherwise specifies or requires, the following terms shall have the following meanings:

“Act” shall mean the *Canada Corporations Act*, or any statute that may be substituted therefore, as amended from time to time;

“Board” shall mean the board of directors of the Corporation;

“By-laws” shall mean this By-law and all other by-laws of the Corporation in effect from time to time;

“Director” or “Directors” shall mean any one or more individuals, respectively, who from time to time have been duly elected or appointed to serve on the Board;

“Directors Commencement Date” shall mean the day immediately following the last day of the Election Period;

“electronic signature” shall mean an identifying mark or process that consists of one or more letters, characters, numbers, sounds or other symbols in digital or in other intangible form that:

(a) is created, recorded, transmitted, stored or communicated using telephonic or electronic means,

(b) is in, attached to or associated with an electronic document or other electronic information,

(c) is created or adopted by a person in order to sign the electronic document or the other electronic information, and

(d) associates the person with the electronic document or the other electronic information, as the case may be;

“Initial Member” or “Initial Members” shall mean any one or more countries, respectively, who have been admitted to membership of the Corporation in accordance with paragraph 12.01;

“letters patent” shall mean the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“Member” or “Members” shall mean any one or more countries, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;

“Officer” or “Officers” shall mean any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;

“person” shall mean an individual, a corporation, a partnership, a trust, an unincorporated organization, association or club, the government of a country or any political subdivision thereof, or any agency or department of any such government, and the executors, administrators or other legal representatives of an individual in such capacity, a “person” as defined in the Trade-marks Act and a person intended to be protected by subsection 9(1) of the Trade-marks Act (or any section that may be substituted therefore, as amended from time to time) and “persons” shall have a similar meaning;

“telephonic or electronic means” shall mean telephone calls or messages, facsimile messages, electronic mail, transmission of data or information through automated touch-tone telephone systems, transmission of data or information through computer systems, electronic networks, wire or wireless systems, or any other similar means, including, but not limited to, electrical, analog, digital, magnetic, optical or electromagnetic means; and

“Trade-marks Act” shall mean the *Trade-marks Act* (Canada), or any statute that may be substituted therefore, as amended from time to time.

1.03 **Interpretation.** In the By-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

SECTION TWO BUSINESS OF THE CORPORATION

2.01 **Corporate Seal.** The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation until changed from time to time by resolution of the Board.

2.02 **Name.** The official name of this organisation is « **FÉDÉRATION INTERNATIONALE DE SAUT À LA CORDE** ». The officially approved abbreviation of this title is FISAC. The English translation is « **INTERNATIONAL ROPE SKIPPING FEDERATION** » (IRSF). The sport is also known as JUMP ROPE.

2.03 **Head Office.** Until changed in accordance with the Act, the head office of the Corporation shall be in the Regional Municipality of Greenfield Park, in the Province of Quebec and at such location therein as the Board may from time to time determine.

2.04 **Continental Federations.** FISAC shall form and recognise under its official banner five (5) international corporate subsidiaries, they will be known as Continental Federations (CF), one per continent as follows: African (ARSF), Asian (ARSO), European (ERSO), Oceania (ORSO) and Pan-American (PARSF). The FISAC corporation holds the letters patent and incorporations. Each continental federation shall consist of an equal number of representatives of the affiliated National Federations of that continent. Each continental federation shall elect a President, and a governing Board of Directors who will operate under its proper By-Laws. The (CF) President reports directly to the FISAC head office as a Vice President of FISAC. responsible for his continental federations administration. In order to organize or participate in FISAC Continental competitions, exhibitions or camps, National Federations must be members of their respective Continental Committees.

2.05 **Description:** This organization is an International Federation (IF) established to govern the sport in accordance with the principles set forth in the Olympic Charter of the International Olympic Committee (IOC). The organization is composed of one affiliated National Federation (NF) from each of the member nations in which this sport is practiced and which have voluntarily assembled to freely and democratically constitute themselves into an International Federation with the goal of organizing, harmoniously developing and assuring the future of this sport and of international sport competition within their respective domains

2.06 **Purpose.** The purpose of this organization is to promote national and international competition generally, primarily through national and international sports events, as well as related programs, and by developing and supporting athletes for such competition and programs.

2.07 **Aims.** This organization is a trustee of the Sport tradition and shall have as its mission to maintain and promote the conditions which encourage the practice and the development of the sport of Jump Rope at all competition and recreational levels. The

organization shall strive to advance the educational values of fair play and the pleasure of the game, within the spirit of the principles set forth in the Declaration of the General Association of International Sports Federations dated 5 November 1988 outlining the goals, duties and competences of non-governmental sports organizations. This organization adheres to both the general aims of the Olympic movement for all sport and to aims specific to this sport as set forth below.

- (a) To promote the development of those physical and moral qualities which are the basis of sport.
- (b) To educate young people through sport in a spirit of better understanding between each other and of friendship, thereby helping to build a better and more peaceful world.
- (c) To spread the Olympic principles throughout the world, thereby creating international goodwill.
- (d) To bring together the athletes of the world in sport competition.
- (e) To promote this sport in particular as a beneficial fitness activity and a form of exercise that encourages a healthy life style.

2.08 **Specific Objectives.** To develop this sport and accomplish its stated mission, this organization shall undertake the endeavours set forth below.

- (a) Implement development programs in all areas of need.
- (b) Facilitate provision of equipment and facilities.
- (c) Organize courses to train and educate athletes, coaches and officials.
- (d) Recognize the true importance of regional and national competition.
- (e) Strive for the greatest possible diversification within this sport to respond to the needs, desires and aptitudes of the great mass of sportspeople.
- (f) Promote this sport generally, including the various styles and variations practiced around the world, and to help spread this sport internationally.

2.09 **General Role.** The democratically established authority of this organization, as approved by the affiliated National Federations and subject to their periodic review, shall be to act as set forth below.

- (a) Coordinate the activities of affiliated National Federations and continental organizations. That FISAC shall be the means of liaison between the National Federations affiliated to it. It shall uphold the principle of neither interfering nor permitting interference in the National affairs of member federations.

- (b) Insure, in all countries in which international events take place, conditions which conform to the rules of competition democratically adopted by the FISAC General Assembly, which respect the moral and physical well-being of competitors, and which encourage youth to continue and enhance the tradition and the practices of their predecessors.
- (c) Guarantee through its rules of competition and by promoting the highest standards of competence and rectitude of officials that every competitor participates with equal opportunity.
- (d) Promote administrative structures, which enable competitors to contribute to the management and development of this sport and to have the right to a fair hearing in all cases involving sanctions.

2.10 **Administrative Functions.** This organization shall have complete autonomy within this sport and exclusive authority to act as set forth below.

- (a) Legislate on the specific rules and requirements of this sport.
- (b) Classify competitors into categories consistent with the nature of this sport.
- (c) Define the status and eligibility of competitors.
- (d) Specify the relationship of this sport with commercial organizations.
- (e) Promote rules destined to protect the health and well being of competitors.
- (f) Adopt preventative measures against all unethical and illicit practices.
- (g) Regulate site and equipment requirements.
- (h) Establish calendars of championships and major events.
- (i) Qualify, certify and appoint technical officials (including judges and referees).
- (j) Improve coaching techniques and skill levels of team coaches and individual athletes generally through technical training.
- (k) Collect, examine and ratify appropriate records.

2.11 **General Functions.** This organization shall undertake to accomplish the general functions set forth below.

- (a) Maintain appropriate relations with governments and governmental organizations, appreciating governmental support of sports but affirming the autonomy and independence of FISAC and its affiliated National Federations and reaffirming opposition to all political or economic interference.

- (b) Maintain appropriate relations with non-governmental organizations in general and specific all cooperate for its common aims with non-governmental sports organizations, including the General Association of International Sports Federations (GAISF) and its constituent groups, recognizing the role of all International Federations as essential partners in international sports and the expression of sport with the spirit of the Olympic movement.
- (c) Collaborate with the media in promoting a better knowledge and understanding of this sport, attracting sponsors and event organizers to generate revenue for the development of sport, publish and broadcast the positive, ethical and educational aspects of this sport, give fair exposure to participants, emphasize the technical prowess of competitors rather than indulging in sensationalism, and provide technical information.
- (d) Fight against doping by defining and issuing lists of forbidden substances and practice, designate which competitors should be tested, establish testing procedures, pronounce punitive sanctions after fair hearing, oversee application of sanctions by National Federations, make and apply effective regulations to restrict and control doping, open borders to delegates appointed to conduct tests, and promote and implement large-scale preventative educational programs.
- (e) Fight against violence by updating regulations and taking all possible measures to avoid malicious violence, as well as by cooperating actively with public authorities, within the limits of the authority of the organization.

2.12 **Financial Functions.** This organization shall take all necessary measures to control the fiscal management of its corporation, its Continental Federations (CF) (2.04) and its activities, to audit and make all accounting available for inspection by the FISAC General Assembly. The organization shall use its income, as well as its administrative and prestige expenditures for the development of this sport at all levels. The receipt of funds from media, governmental or commercial sources shall never prejudice the independence of the organization or limit the control of the affairs within its competence. The financial income of the Federation can only be used in the pursuit of the objectives in this constitution. The members of the Federation, other than paid staff, may not receive any compensation or remuneration from the Federation other than FISAC approved expenses.

2.13 **Books and Records.** The Board shall see that all necessary books and records of the Corporation and its subsidiaries as required by the By-laws or by any applicable statute or law are regularly and properly kept.

2.14 **Financial Year.** Unless otherwise ordered by the Board, the financial year end of the Corporation shall be December 31.

2.15 **Official Languages.** The official language of the Corporation shall be English. In the event of dispute, the language of origin or the original translation into the official language shall prevail. The primary working language of FISAC shall be English.

SECTION THREE **BOARD OF DIRECTORS**

3.01 First Directors. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board shall continue until his successors are appointed based on the 2001 FISAC Founding Convention. If any of the Directors appointed ceases to be a Director before the First Directors Commencement Date, then the vacancy shall be filled in accordance with paragraph 3.05 (I). For the position of Past President of the first board of Directors, the position is vacant as of the date of these bylaws

3.02 Composition The council shall consist of up to 12 members, including the President, Senior Vice-President and 4 other Vice-Presidents (Continental Presidents), the Executive Director, Treasurer, Secretary-General, 2 members at large and the Past President, who is a Honorary member of the corporation. No country may have more than one representative on the Council, excluded from this are the positions of Executive Director and Past President and continental Vice Presidents. No continent may have more than fifty percent (50%) of the regular member seats on the Council.

3.03 The President of each Continental Federation shall assume the position of Vice-President and also be co-opted voting members of the Council. If in the position of Vice-President, a vacancy exists, the board of directors reserves the right to eliminate temporary the position and fill the vacancy with a, member at large position, for the remainder of the term or until a continental President is elected to fill the vacancy. As it can with any other vacancy on the council, the board of directories reserves the right to appoint a member at large from the general membership, a person with the qualifications they feel best would further benefit and enhance the functioning of the council. The person would be a non-voting member of the Council for that remaining term.

3.04 Authority. The Council shall have the authority to undertake any action or make any decision necessary for the management of the organization between meetings of the General Assembly, subject to the authority of the General Assembly. Between council meetings and general assemblies, the President and the Senior Vice President shall deal with the current affairs with the Executive Director; who shall be responsible for the day to day running of the federation, (Standing Committee) subject to the authority of the council and general assembly.

3.05 Term of Office. The term of office of all Council members, including officers, shall be four (4) years. All positions shall be filled by majority vote of the General Assembly. All members of the Council are eligible for re-election without limit to the number of terms served. Fifty percent (50%) of the regular Members shall be elected for two (2) years. In event of a vacancy of the Council a regular member can be elected at the next General Assembly after the vacancy occurs and shall serve the remaining years of the vacant term. Directors shall be elected and retire in rotation. The initial determination of which Members' Directors will be

elected for which term shall be decided at the first Directors meeting. Upon the appointment of the Directors referred to in paragraph 3.05(I), the first Director shall cease to be a Director.

3.06 **Vacation of Office.** The office of a Director shall be automatically vacated:

- (a) if a Director resigns office by delivering a resignation to the Secretary General of the Corporation, which resignation shall be effective at the time it is received by the Secretary General of the Corporation or at the time specified in the resignation, whichever is later;
- (b) if the Director is found by a court to be of unsound mind;
- (c) If he becomes bankrupt or suspends payment or compounds with his creditors;
- (d) if the Director is convicted of an indictable offence;
- (e) if in debtness to the corporation or any one of its subsidiaries;
- (f) upon removal by the Board or the Members in accordance with paragraph 12.05;
- (g) if a resolution that the Director be removed from office is passed by two-thirds (2/3) of the Members present in person at a meeting of Members for which notice specifying the intention to pass such resolution was given; or
- (h) on the death of such Director;
- (i) provided that if any vacancy shall occur for any reason set out in this paragraph, the Board by majority vote, if a quorum remains in office, may, by appointment, the vacancy shall be filled, in accordance with paragraph 3.02 or paragraph 3.04. If there are no candidates, then the Board may appoint a qualified Member of the Corporation to fill the vacancy left by a Members' Director. Any Director appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor. Where there is a vacancy on the Board, whether under this paragraph 3.05 or otherwise, the remaining Directors may exercise the powers of the Board as long as a quorum remains in office.

3.07 **Meetings of the Board.** Meetings of the Board may be held at any time and place, within or outside of Canada, provided that written notice of such meeting shall be given in the manner specified by Section 18 to each Director not less than 48 hours (and not less than 14 days if sent by mail) before the date of the meeting. There shall be at least two (2) meetings per year of the Board. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Director is authorized to exercise one (1) vote on any vote taken at any meeting of the Board. Meetings conducted in whole or in part by telephonic or electronic means shall be deemed to be held at the Corporation's head office or the location of the meeting at which Directors attending in person are present, respectively.

3.08 **Quorum.** A majority of the number of Directors in office shall constitute a quorum at any meeting of the Board.

3.09 **Electronic Meetings.** If a majority of the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by telephonic or electronic means which permits all persons participating in the meeting to communicate adequately with each other and to which all Directors have equal access. A Director participating in a meeting by such means is deemed to be present at the meeting and, in accordance with paragraph 3.07, a majority of Directors participating in such a meeting shall constitute a quorum. The Directors shall be required to provide to the Secretary General of the Corporation a phone number and e-mail address that are personal to such Directors and shall use their best efforts to ensure that such communication facilities are kept secure and available only to such Director. Further, if a majority of the Directors consents thereto, votes on any issue may be conducted electronically under the direction of the Secretary General of the Corporation in such a manner as to permit the Directors to communicate adequately with each other and to which all Directors have equal access. Each Director shall be issued an identifier code by the Secretary General of the Corporation and shall receive the same information and motions electronically as the other Directors participating in the meeting. Voting at such meeting shall be by poll of the participants signifying verbally or by telephonic or electronic means of communication their assent or dissent on the matter before the Board for approval. If a majority of the Directors objects to the specific telephonic or electronic means of communication to be used for voting on a specific matter or if the telephonic or electronic means of communication is not reasonably secure, as determined by the President of the meeting, then the telephonic or electronic meeting process shall not be followed.

3.10 **Votes to Govern.** Every question arising at any meeting of the Board shall be decided by a majority of votes cast on the question. In the event of an equality of votes, the President of the meeting has a second or casting vote.

3.11 **Conflict of interest.** Any director(s) knowingly in a conflict of interest position shall declare that conflict of interest and shall not take part in any vote on the conflict of interest matter. If any director feels another director is in a conflict of interest position, the matter can be brought up for discussion and resolved by a majority vote of the directors.

3.12 **Remuneration and Expenses.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from such Director's position as such; provided that a Director may be paid reasonable expenses incurred by such Director in the performance of such Director's duties, including reasonable costs and expenses incurred by a Director in attending at meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore.

3.13 **Employees, etc.** The Board may, on behalf of the Corporation appoint such agents, attorneys, consultants and professional advisors and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board. The Board may delegate this function to an Officer or Officers or a committee of the Board.

3.14 **Remuneration of Officers, etc.** A reasonable remuneration for all Officers, agents, consultants, professional advisors and employees and committee members shall be fixed by the Board and the Board may delegate this function to an Officer or Officers or a committee of the Board. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

3.15 **Honorary members.** Individuals who have rendered outstanding service to the sport in the past or whose potential contribution to the sport in the future is significant enough to so warrant, may be designated honorary members of the Council and attend meetings in a non-voting capacity. Candidates for this honour ,other than the Past Presidents, requires 75% or more full board of Directors approval.

SECTION FOUR **POWERS AND RESPONSIBILITIES OF THE BOARD**

4.01 **Action by the Board.** The Board shall manage the business and affairs of the Corporation and may exercise all such powers and do all such other acts and things as the Corporation is by its letters patent, the By-laws or otherwise authorized to exercise and do. The Corporation, shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into.

4.02 **Expenditures.** The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate the foregoing matters to an Officer or Officers or a committee of the Board. The Board shall have the power to enter into, on behalf of the Corporation, a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe. The banking business of the Corporation, including, without limitation, the borrowing of money and giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board.

4.03 **Fundraising.** The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

4.04 **Borrowing.** The Directors of the Corporation may, from time to time, on behalf of the Corporation:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities (including, without limitation, bonds, notes or other liabilities, whether secured or unsecured) of the Corporation;

- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (e) secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation by mortgage, hypothec, charge or pledge of all or any currently owned or substantially acquired real and personal, movable and immovable, property of the Corporation and the undertaking and rights of the Corporation; and
- (f) guarantee liabilities or obligations of any other person.

The Board may from time to time delegate any or all of the foregoing powers to such Officers or Directors of the Corporation to such extent and in such manner as the Board may from time to time determine. Nothing herein contained shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

SECTION FIVE **RULES AND REGULATIONS**

5.01 **Rules and Regulations.** The Board may prescribe such rules and regulations, including, without limitation, the Election Rules, not inconsistent with the By-laws, relating to the management and operation of the Corporation as the Board deems expedient.

SECTION SIX **COMMITTEES**

6.01 **Committees of the Board.** The Board may from time to time appoint one or more other committees and delegate to such committees any of the powers of the Board, subject to the terms of reference imposed from time to time by the Board. The members of any such committee will hold their offices at the will of the Board. The duties and terms of reference of such committees shall be determined by the Board.

6.02 **Membership.** The president shall appoint the heads of all committees or make substitution of any Committee President.

6.03 **Advisory Committees.** Other than the International advisory board consisting of all past presidents, the Board may from time to time appoint and create advisory committees of Members and non-Members and Directors and non-Directors that will report to the Board. The Board may also appoint non-public or anonymous committees to report to it. The duties and terms of reference of such committees shall be determined by the Board.

6.04 **Procedure.** Notice of the time and place of each committee meeting shall be given in accordance with Section 18 to each committee member not less than 48 hours (and not less than 14 days if sent by mail) before the date of the meeting. Committee members shall serve as such without remuneration, except as otherwise provided in the By-laws, but shall be entitled to be reimbursed for travelling or other expenses properly incurred by them in attending meetings of the committee. The powers of a committee of the Board may be exercised by a

meeting at which quorum is present. Meetings of committees may be held at any place in or outside Canada and may be held in accordance with paragraph 3.08. Unless otherwise determined by the Board, quorum for committee meetings shall be a majority of its members.

6.05 **STANDING COMMITTEES:** The organization shall have such regularly operating standing committees as shall be authorized by the Council.

SECTION SEVEN **MINUTES OF MEETINGS OF THE BOARD**

7.01 **Minutes of Meetings of the Board.** The minutes of the meetings of the Board shall be available to the Board and to Members of the Corporation, each of whom shall receive a copy of such minutes if the Director or Member so requests of the Secretary General. Minutes of Board meetings will be posted on the Corporation's website for consultation by Members and the public. In the case where a Member cannot access the minutes through the website, the Member may request the Secretary General of the Corporation to make alternate arrangements. Notwithstanding the foregoing, matters that the Corporation is prohibited by law or contract from disclosing or such other matters that the Board determines, in good faith, are not appropriate for public distribution, which may include, without limitation, personnel or employment matters and legal matters, shall not be posted on the Corporation's website under this Section 7.

SECTION EIGHT **OFFICERS**

8.01 **Number.** The Officers of the organization shall consist of nine (9) persons, including the President, who shall be the Chief Executive Officer of the Organization and who shall preside over meetings of the Council and General Assembly, and is ex-officio of all committees, one (1) senior Vice-President, four (4) Vice-Presidents, (the continental Presidents), Executive Director, Secretary General and a Treasurer

8.02 **Council** The Council, except for the President, who is elected by the General Assembly, shall elect the Senior Vice-President, Secretary General and the Treasurer. On the recommendations of the President, the council may appoint an Executive Director, for a specified term of office, who shall be accountable to President and the board of directors for the running of the secretariat and such other duties as may from time to time be required

8.03 **Authority.** The officers of the organization shall be responsible for day-to-day running of the organization between meetings of the Council and the General Assembly, subject to the authority of the council and the General Assembly.

8.04 **Term.** The term of office for all officers shall coincide with the term of the President.

8.05 **Meetings.** The officers shall meet at the call of the President as often as is necessary or upon written petition by at least three-quarters ($\frac{3}{4}$) of the officers. The quorum for meetings of the officers shall be sixty per cent (60%) of the officers..

8.06 **Saving clause.** Failure of literal or complete compliance of any provisions of these by-laws which, in the judgment of the members at the meeting held do not cause substantial injury to the rights of members shall not invalidate the actions or proceedings of the members at any meeting. A valid vote may be taken in the absence of a quorum if ratified by an approved electronic means of all remaining members within seven days.

SECTION NINE DUTIES OF OFFICERS

9.01 **President.** The President must be an elected Director of the Corporation and shall chair all meetings of the Corporation and of the Board. The President shall be the chief executive officer of the Corporation and shall be responsible for the general and active management of the affairs of the Corporation and shall have such other powers and duties as the Board may specify. The President shall see that all orders and resolutions of the Board are carried into effect. During the absence or disability of the President, his duties shall be performed and his powers exercised by the Senior Vice-President.

9.02 **Senior Vice-President.** Be the senior officer responsible for the corporation and it's International Subsidiaries; The Senior Vice-President will be appointed by council, on the recommendation of the president, from one of the five (5) continental Vice-Presidents. His mandate will be for a term of two (2) years. In the absence or disability of the President or the Treasurer, he will perform the duties and exercise the powers of the President or Treasurer, and shall have such other powers and duties as the Board may specify

9.03 **Vice-Presidents.** The Vice-Presidents are none elected positions with the right to vote at council meetings only. They are Presidents of their own Continental Federations or International FISAC subsidiaries, they shall insure the well running of the same, reporting to the Senior Vice-President or in his absence the President. They shall assume other duties as shall be such as the terms of their engagement call for or as the Board requires of them

9.04 **Executive Director** Unless otherwise determined by the Board, The Executive Director shall have a vote at all council meetings and as part of his responsibility, run the day to day affairs of the Federation, attend meetings and act as special secretary at all General assemblies and if needed, in the absence of the Secretary General, is the Director of the minutes and of all proceedings and insures they are noted in the books to be kept for that purpose. Shall give or cause to be given notice, as instructed by the Board or the President, of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Executive Director shall be. He shall have under his supervision the Secretary General, asst. Secretary and asst. treasurer.

9.05 The Executive Director shall be the custodian of the corporate seal of the Corporation, which the Executive Director shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. On the day of resignation of the Executive Director he shall deliver to the President of the Corporation the corporate seal of the Corporation and all records belonging to the Corporation in its possession.

9.06 **Treasurer.** The Treasurer must be an elected Director of the Corporation and shall be responsible for the custody of funds and securities of the Corporation and its

International Subsidiaries, and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall, in the absence or disability of the Vice-President, perform the duties and exercise the powers of the Vice-President and shall have such other powers and duties as the Board may specify

9.07 **Secretary General.** Acts as secretary of the federation and thereof and records all votes and minutes of all proceedings, insure that they are noted in the books to be kept for that purpose. Shall give or cause to be given notice, as instructed by the Executive Director, of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board, President, or Executive Director under whose supervision the Secretary General shall be.

9.08 The council may appoint a secretary general to fill the position. Unless the person is an elected council member, he/she shall not have a right to vote

9.09 **Assistant Secretary.** The assistant Secretary, an appointed non- voting position, shall aid and report to the Secretary General, and shall be a permanent position in the country of the secretariat, responsible for the corporations' day to day affairs

9.10 **Assistant Treasurer.** The assistant Treasurer, an appointed non-voting position shall aid and report to the Treasurer, and shall be a permanent position in the country of the secretariat, responsible for the corporations day to day financial transactions

9.11 **Past President.** Must have completed at least one mandate, a full term, a minimum of four years,, in the position of President,, since the adoption of the original bylaws approved, June 2001. Will be automatically awarded honorary life membership and becomes a life member of the International advisory board. He acts as counsellor, to the President, other officers and is an ex-officio member of all committees of the corporation, concerning international affairs but does not have voting rights

9.12 **Other Officers.** The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board requires of them.

SECTION TEN

EXECUTION OF DOCUMENTS

10.01 **Execution of Documents.** Contracts, documents or any other instruments requiring the signature of the Corporation shall be signed by any two (2) Directors, one of which must be the President and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have 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. The Board may authorize the Corporation to grant a 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 seal of the Corporation, 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.

10.02 **Form Contracts.** The Corporation may also from time to time enter into contracts (“Form Contracts”) with others (a “Contracting Party”) in a form prescribed by the Corporation, the terms of which are accepted by electronic signature by such Contracting Party. Provided that a Contracting Party does not amend such Form Contract without the agreement in writing of the Corporation, upon acceptance of the terms of the Form Contract by the Contracting Party, the Form Contract shall be deemed duly executed by the Corporation under the By-laws.

SECTION ELEVEN

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

11.01 **Limitation of Liability.** Every Director and Officer, in exercising the powers and discharging the duties of a Director or Officer, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, negligence or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the Director or Officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations there under or from liability for any breach thereof.

11.02 **Indemnity.** Subject to the Act, every Director or Officer (or former Director or Officer) of the Corporation or other person who acts or has acted at the Corporation’s request as a director or officer of a corporation of which the Corporation is or was a shareholder or creditor, and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director’s, Officer’s or other person’s office or in respect of any such

liability, if such person: (a) acted honestly and in good faith with a view to the best interests of the Corporation and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful; and

- (b) all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs of the Corporation or such other corporation;

except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

SECTION TWELVE **CONDITIONS OF MEMBERSHIP**

12.01 **Eligibility.** Membership of this organization shall be limited to those organizations actively involved in this sport and such other organizations that are engaged in efforts that directly or indirectly advance this sport. Organizations, which are purely commercial or political in nature, are not eligible for membership. Organizations, which as a part of their duties administer, participation in, or in preparation for professional sports competition shall not be ineligible for membership if they also administer a bona fide program of amateur athletic competition.

12.02 **Categories.** There will be (4) categories of memberships as set forth below. Full members shall have the right to vote at the FISAC General Assembly.

- (1) **FULL MEMBER:** Limited to one affiliated National Federation per nation, which conducts local and national level competition. Candidates for new membership shall mandatorily be placed in provisional membership status for a minimum of one year prior to acceptance as a full member.
- (2) **PROVISIONAL MEMBER:** Includes any National Federation that is not yet a full member for whatever reason.
- (3) **ASSOCIATE MEMBER:** Includes organizations other than National Federations that wish to be associated with FISAC and support this sport.
- (4) **SPECIAL MEMBER:** Includes National Federations that do not meet all of the requirements for membership.

12.02 **Admission.** Membership in the organization may only be granted to an organization by majority vote of the General Assembly. The Council may grant temporary membership, subject to subsequent ratification at the next meeting of the General Assembly. No member may be admitted under the same terms and conditions under which regular admission is made. Membership will not be granted or continued to any National Federation that fails to maintain absolute political or religious neutrality or tolerates any former discrimination.

12.03 **Dues or Fees.** All membership dues or license fees shall be fixed by majority vote of the General Assembly. Such dues shall be fixed on an equitable basis and shall

be due and payable on the first day of January of each year for that year. Failure to timely pay dues shall result in the imposition of a penalty to be set by the General Assembly. Failure to pay dues by the first day of February shall suspend all membership privileges until all amounts owing are paid. Failure to pay all amounts owing by the final day of the calendar year shall result in automatic termination of membership. Members admitted to membership after the first day of January shall be liable for dues for the entire year in which they are admitted.

12.04 **Rights.** Full members shall have the right to attend and speak at all meetings of the General Assembly and to nominate candidates for positions as officers of the organization. Full members shall also have the right to vote on all matters for which a vote may be taken by the General Assembly. Full members in good standing shall have the right to designate national teams to participate in international FISAC international competition. All other group members shall have only the right to attend and speak at meetings of the General Assembly but may not vote. Only athletes who are designated members of a National team of member Federations may participate in FISAC championship competition.

12.05 **Suspension and Expulsion.** By a majority vote the board of directors can suspend and expel any member, if they feel the said member has been properly and adequately advised numerous times before of the member's inappropriate conduct or the disregard of the corporation bylaws. Before proceeding with the suspension or expulsion, the board of the directors must send by registered letter advising the date, place and time of a special board of directors meeting concerning the member's case, allowing them, the member, time to prepare a defence. Any suspension or expulsion does not release the member of his financial obligations to the Corporation, including if any membership fees. If the member wishes to appeal the Board of Directors ruling, he may do so in writing to the Board of Directors, who will then call a special meeting of members to make a judgment in the member's case. Only this item will be on the agenda, 75% of the quorum will constitute a final majority decision on the case. Any further appeal of the decision by the member will be done as a non-member.

12.06 **Court of Arbitration.** FISAC accepts the jurisdiction of the International Court of Arbitration for Sports (ICAS) or any successor organization designated by the International Olympic Committee (IOC) for the resolution of disputes.

SECTION THIRTEEN **MEETINGS OF MEMBERS**

13.01 **Location.** The annual or any other general or special meeting of the Members shall be held at the head office of the Corporation, or at any other place in Canada, and at such time, as the Board may determine. Meetings conducted in whole or part by telephonic or electronic means shall be deemed to be held at the Corporation's head office or the location of the meeting at which Members attending in person are present, respectively.

13.02 **Authority.** The supreme governing authority of the organization is the General Assembly. The General Assembly shall have the right to take any action necessary and permissible under these by-laws reasonably required for the effective administration of the organization and the advancement of its purposes.

13.03 **Regular meeting.** The General Assembly shall consist of a meeting held annually at the time of the World Championships unless otherwise specified which all members in good standing financially shall be entitled to attend.

13.04 **Extraordinary Meeting.** An extraordinary meeting of the General Assembly may be held at some time other than the World Championship at the request of a majority of the Officers or upon written petition of a majority of the voting members.

13.05 **Quorum.** A quorum for meetings of the General Assembly shall be fifty per cent (50%) of the members eligible to vote.

13.06 **Right to Vote.** Each Member shall be entitled to receive notice of, attend or participate in and vote at, every meeting of the Members.

13.07 **Business to be Transacted.** At every annual general meeting of Members, in addition to any other business that may be transacted: (a) the report of the Board, the financial statements and the report of the auditors shall be presented to the Members and (b) the auditors of the Corporation shall be appointed by the Members for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the Members as may be properly brought before the meeting.

13.08 **Agenda.** The Annual Meeting Agenda must contain the following items:

- a) Inspection of accreditations;
- b) Reading and approval of the minutes from the last meeting;
- c) Correspondence;
- d) Officers' and Committee Chairman's reports;
- e) Analysis and approval of the financial report;
- f) Acceptance of audited report
- g) Appointment of auditor
- h) Change of fee structure
- i) Continental Federation reports
- j) New business
- k) Notices of motions (bylaws);
- l) Election of officers.

- m) Varia
- n) Adjournment

13.09 **Call.** The Board or the President shall have the power to call, at any time, a general or special meeting of the Members, provided that in the event of the calling of a special meeting of the Members by the Board, the purpose of such special meeting shall be specified in the notice calling such special meeting. The Board shall call a special or general meeting of the Members on written requisition of Members carrying not less than five percent (5%) of the voting rights.

13.10 **Notice.** At least thirty (30) days' notice shall be given to each Member of any annual general or special meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

13.11 **List of Members Entitled to Notice.** For every meeting of Members, the Corporation shall prepare a list of Members entitled to receive notice of the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to paragraph 13.12, the Members listed shall be those Members who have not resigned or been removed under paragraphs 3.05 or 12.05 at the close of business on such record date. If no record date is fixed, the Members listed shall be those Members who have not resigned or been removed under paragraphs 3.05 or 12.05 at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any Member during usual business hours at the head office of the Corporation.

13.12 **Record Date for Notice.** The Board may fix in advance a date, preceding the date of any meeting of Members by not more than 50 days and not less than 30 days, as a record date for the determination of the Members entitled to notice of the meeting, and notice of any such record date shall be given not less than 7 days before such record date, by newspaper advertisement. If no such record date is so fixed, the record date for the determination of the Members entitled to receive notice of the meeting shall be at the close of business on the day immediately preceding the day on which the notice is given or, if no notice is given, the record date shall be the day on which the meeting is held.

13.13 **Electronic Meetings.** Meetings of Members may be held, in whole or in part, by telephonic or electronic means which permit all persons participating in the meeting to communicate adequately with each other, and to which all Members have equal access. A Member participating in such meeting by such means is deemed to be present at the meeting, including for the purpose of determining quorum in accordance with paragraph 13.09. The Corporation shall be entitled to rely on the Member's phone number and e-mail address provided to the Corporation by the Member registration and the Member shall use best efforts to ensure that such communication facilities are kept secure and available only to such Member. Votes on any issue considered at such a meeting by Members participating electronically shall be conducted electronically under the direction of the Secretary General of the Corporation in such a manner as to permit the Members to communicate adequately with each other and to which all

Members have equal access. Each Member shall be issued an identifier code by the Secretary General of the Corporation and shall receive the same information and motions electronically and shall receive the same information and motions electronically as the other Members participating in the meeting. If the telephonic or electronic means of communication is not reasonably secure, as determined by the President of the meeting, then the telephonic or electronic meeting process shall not be followed.

13.14 **Quorum.** Quorum at any meeting of Members before the Operational Transfer Date shall be a majority of the Members present in person at the meeting

13.15 **Voting.** Voting at any meeting of Members shall be by poll of the Members signifying their assent or dissent on the matter before the Members for approval. Notwithstanding the foregoing, if a meeting is not conducted, in whole or in part, by telephonic or electronic means, any question may be decided by show of hands unless a poll thereon is required or demanded, or the President otherwise requires a poll thereon. Whenever a vote by show of hands shall be taken on a question, unless a poll thereon is required or demanded, a declaration by the President of the meeting that the vote has been carried or not carried shall be *prima facie* evidence of the fact and the result of the vote so taken shall be the decision of the Members on the question. Upon a poll, the result of the poll shall be the decision of the Members on the question.

13.16 **Close of Polls.** If a meeting is conducted, in whole or in part, by telephonic or electronic means, the meeting may be terminated upon completion of the formal business of the meeting, but subject to the completion of voting by Members on the resolutions before the meeting. The notice of meeting shall specify the time during which the electronic polls will remain open for votes cast by Members participating electronically. Upon the close of the electronic polls, the meeting shall be deemed terminated without further action on the part of the President or the Members.

13.17 **Voting Results.** Within a reasonable period of time after the tabulation of the votes cast by Members at the meeting, the Corporation shall notify each Member of the results of the voting by Members on the resolutions before the Members at the meeting (including the election of Members' Directors, if applicable). Posting of such results on the Corporation's website shall constitute sufficient notice to Members for this purpose.

13.18 **Right to Vote.** Each Member participating in a meeting of Members shall have the right to exercise one (1) vote.

13.19 **Opinion Poll By Mail.** Upon a resolution passed at an Annual or Special meeting, the board of directors can subject any particular procedures to an opinion poll by mail or any other electronic means.

13.20 **Adjournments.** The President of the meeting may adjourn the meeting from time to time and from place to place. Notice of an adjourned meeting of Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

13.21 **Guests.** The board of directors may invite individuals (who are, or are not, members of the corporation) to participate in the meeting discussions. It should be noted at the

beginning of the meeting that these persons have no right to vote, but are welcome to partake in any discussions that will take place.

SECTION FOURTEEN **VOTING OF MEMBERS**

14.01 **Votes to Govern.** At all meetings of the Members, every question shall be determined by a majority vote unless otherwise specifically provided by the Act, the By-laws or applicable law.

14.02 **Eligibility.** All full members in good standing financially shall have the right to cast one vote in all matters upon which a vote is taken at meetings of the General Assembly.

14.03 **Proxy:** Proxys, only by full members in good standing may cast Votes. No member votes more than one proxy. All proxies must be in writing and submitted to the Secretary General prior to the beginning of the General Assembly.

14.04 **Method:** All votes taken other than election votes shall be by show of hand or voice vote, unless a secret ballot is requested and approved by a majority of eligible voting members present.

14.05 **Majority:** Except as otherwise specifically noted in this Constitution, a simple majority of more than fifty per cent (50%) of voting members present shall be required for the passage of any proposition for which a vote may be called. The president of the organization shall only vote in the event of a tie.

SECTION FIFTEEN **AUDITORS**

15.01 **Appointment.** The Members shall at each annual general meeting of Members appoint an auditor to hold office until the termination of the next annual general meeting and to audit the accounts of the Corporation for report to the Members at the next annual general meeting. The auditor shall hold office until the next annual general meeting of Members provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

15.02 **Removal.** The Members, by a resolution passed by at least 2/3 of the Members present in person at a meeting of Members for which notice specifying the intention to pass such resolution was given, may remove any auditor of the Corporation before the expiration of such auditor's term of office and shall, by a majority of the votes cast at such meeting, appoint another auditor in such auditor's place for the remainder of such auditor's term.

SECTION SIXTEEN **RULES OF ORDER**

16.01 **Rules of Order.** The meetings of the Board and of the Members shall be conducted, subject always to the By-laws, in accordance with Wainberg's Society Meetings, unless following such rules of order is, in the discretion of the President of the meeting, impractical given the requirements of the By-laws.

SECTION SEVENTEEN AMENDMENT OF BY-LAW

17.01 **Amendments.** The By-laws not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act (or any clause as may be substituted therefore, as amended from time to time) may be enacted by a majority of the votes cast at a meeting of the Board and sanctioned by resolution passed by at least two-thirds (2/3) of the Members present in person at a meeting of Members, held in conjunction with the world Championships, for which notice specifying the intention to pass such resolution was given, provided that the repeal or amendment of such By-laws, which requires the approval of the Minister of Industry, shall not be enforced or acted upon until the approval of the Minister of Industry, or such other Minister as may from time to time be responsible for the administration of the Act, has been obtained.

SECTION EIGHTEEN NOTICES

18.01 **Method of Giving Notices.** Any notice (which term includes, for the purposes of this Section 18, any communication or document) to be given (which term includes, for the purposes of this Section 18, sent, delivered or served) pursuant to the Act, the letters patent, the By-laws or otherwise, to a Member, Director, committee member, Officer or auditor, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered, to the last address of such person as recorded in the books of the Corporation or if mailed, by prepaid ordinary or air mail addressed to said address or if sent to said address by telephonic or electronic means. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given 14 days after it was deposited in a post office or public letter box; and a notice sent by telephonic or electronic means shall be deemed to have been given on the day it is transmitted. The Secretary General may change the address on the Corporation's books of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed to be reliable.

18.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

18.03 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

18.04 **Waiver of Notice.** Any Member, Director, Officer or auditor may waive any notice required to be given under any provision of the Act, the letters patent, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

18.05 **Telephonic or Electronic Means.** Any notice (including, without limitation, any resignation) to be given pursuant to the Act, the letters patent, the By-laws or otherwise to a Member, Director, committee member, Officer or auditor shall be given in written or printed format or format generated by telephonic or electronic means and completed and signed in writing or electronic signature by or on behalf of the person giving or making it.

SECTION NINETEEN **ELECTIONS**

19.01 **Timetable.** Election of President and regular Council members shall take place at the regular meeting of the General Assembly held in the year of the Olympic Games and two (2) years thereafter. Regular Council members shall serve a term of four (4) years.

19.02 **Secret Ballot.** Elections shall be held by secret ballot whenever there are more candidates than the number of vacant positions.

19.03 **Elimination.** Election voting shall be by successive balloting with the elimination of candidates receiving the least number of votes until one candidate receives a majority of the votes cast. Council members will be chosen starting with the nominee with the highest final votes for, to fill the vacant positions

19.04 **Nomination.** Candidates for the council and-or the Presidency must be nominated by their National Federation, in writing, and signed by a duly authorized officer of their National Governing Body, and must arrive at the Head office of the corporation at least thirty (30) days in advance of the date of the meeting at which elections for such positions is held. Each country shall submit only one nomination for President and one nomination for Council member.

19.05 **Procedure.** Election of President and members of council

- a) Each country has only one vote.
- b) A voting card will be given to the member who has the voting rights for his country
- c) If a country can not be present for the meeting, they can vote by proxy. Only one proxy vote per voter. All proxy votes must be noted before the meeting starts.
- d) All nominees must be present at the meeting called for the election. If more than one nominee for the Position of President, an election will proceed.(19.03) If more council nominees than vacant positions, an election will proceed (19.03)

e) Appointment of Election Chair who will conduct the election procedures (19.03)

19.06 **Procedure.** Election of officers of council

All elected council members have the right to vote, including the International subsidiaries Presidents, whom assume automatically the positions of Vice-President on the council.

Nominations will be taken from the floor at the board of Directors meeting called for the purpose of the elections. Confirmation of nominations shall be in reverse order of the nominations. All nomination for officers must be proposed and seconded to be valid and nominee must be present at the meeting

The positions of Senior Vice-President, Secretary General and Treasurer and the two members at large are elected positions.

The duly elected President of the corporation shall assume the duties of Election Officer

If two or more members are nominated for any position , there will be a vote (19.03)

SECTION TWENTY

DISSOLUTION

20.01 **Final meeting.** Dissolution of the organization may only take place at an extraordinary meeting of the General Assembly called for the exclusive purpose of dissolving the organization, at which meeting such dissolution must be the only item on the agenda. The Quorum for such a meeting shall be two-thirds (2/3) of the voting membership and that decision shall be made by at least two-thirds (2/3) of the members present.

20.02 **Disposition of assets.** Any assets belonging to the organization upon dissolution not payable to the members of the organization shall be dispersed to some charitable object.

SECTION TWENTY-ONE

EFFECTIVE DATE

20.01 **Effective Date.** These By-laws shall come into force when confirmed by the Members in accordance with the Act, provided that these By-laws shall not be enforced or acted

upon until the approval of the Minister of Industry, or such other Minister as may from time to time be responsible for the administration of the Act, has been obtained.

PASSED by the General Assembly the 18th day of May, 2005.

Signed

MINISTERIAL APPROVAL received effective the 8th day of March, 2006.

Signed

The following changes were approved May 2005 AGM and waiting ministerial approval

The following are the By-Law changes to the FISAC-IRSF constitution of June 2001

SECTION THREE BOARD OF DIRECTORS

3.02 Composition. The council shall consist of up to 12 members, including the President, Senior Vice-President and 4 other Vice-Presidents (Continental Presidents), the Executive Director, Treasurer, Secretary-General, 2 members at large and the Past President, who is a Honorary member of the corporation. No country may have more than one representative on the Council, excluded from this are the positions of Executive Director and Past President and continental Vice Presidents. No continent may have more than fifty percent (50%) of the regular member seats on the Council.

3.03 The elected President of each Continental Federation shall assume the position of Vice-President and also be co-opted voting members of the Council. If in the position of Vice-President, a vacancy exists, the board of directors reserves the right to eliminate temporary the position and fill the vacancy with a, member at large position, for the remainder of the term or until a continental President is elected to fill the vacancy. As it can with any other vacancy on the council, the board of directories reserves the right to appoint a member at large from the general membership, a person with the qualifications they feel best would further benefit and enhance the functioning of the council. The person would be a non-voting member of the Council for that remaining term.

3.04 Authority. The Council shall have the authority to undertake any action or make any decision necessary for the management of the organization between meetings of the General Assembly, subject to the authority of the General Assembly. Between council meetings and general assemblies, the President and the Senior Vice President shall deal with the current affairs with the Executive Director; who shall be responsible for the day to day running of the federation, (Standing Committee) subject to the authority of the council and general assembly.

SECTION EIGHT OFFICERS

8.01 Number. The Officers of the organization shall consist of nine (9) persons, including the President, who shall be the Chief Executive Officer of the Organization and who shall preside over meetings of the Council and General Assembly, and is ex-officio of all committees, one (1) senior Vice-President, four (4) Vice-Presidents, (the continental Presidents), Executive Director, Secretary General and a Treasurer.

8.02 Election. The Council, except for the President, who is elected by the General Assembly, shall elect the Senior Vice-President, Secretary General and the Treasurer. On the recommendations of the President, the council may appoint an Executive Director, for a specified term of office, who shall be accountable to President and the board of directors for the running of the secretariat and such other duties as may from time to time be required

SECTION NINE DUTIES OF OFFICERS

9.02 Senior Vice-President. Be the senior officer responsible for the corporation and it's International Subsidiaries; The Senior Vice-President will be appointed by council, on the recommendation of the president, from one of the five (5) continental Vice-Presidents. His mandate will be for a term of two (2) years. In the absence or disability of the President or the Treasurer, he will perform the duties and exercise the powers of the President or Treasurer, and shall have such other powers and duties as the Board may specify.

9.04 Executive Director. Unless otherwise determined by the Board, The Executive Director shall have a vote at all council meetings and as part of his responsibility, run the day to day affairs of the Federation, attend meetings and act as special secretary at all General assemblies and if needed, in the absence of the Secretary General, is the Director of the minutes and of all proceedings and insures they are noted in the books to be kept for that purpose. Shall give or cause to be given notice, as instructed by the Board or the President, of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board or President, under whose supervision the Executive Director shall be. He shall have under his supervision the Secretary General, asst. Secretary and asst. treasurer.

9.05 The Executive Director shall be the custodian of the corporate seal of the Corporation, which the Executive Director shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. On the day of resignation of the Executive Director he shall deliver to the President of the Corporation the corporate seal of the Corporation and all records belonging to the Corporation in its possession.

SECTION NINE DUTIES OF OFFICERS

9.07 Secretary General. Acts as secretary of the federation and thereof and records all votes and minutes of all proceedings, insure that they are noted in the books to be kept for that purpose. Shall give or cause to be given notice, as instructed by the Executive Director, of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the Board, President, or Executive Director under whose supervision the Secretary General shall be.

9.08 The council may appoint a secretary general to fill the position. Unless the person is an elected council member, he/she shall not have a right to vote

9.09 Assistant Secretary. The assistant Secretary, an appointed non-voting position, shall aid and report to the Secretary General, and shall be a permanent position in the country of the secretariat, responsible for the corporations' day to day affairs.

9.10 Assistant Treasurer. The assistant Treasurer, an appointed non-voting position shall aid and report to the Treasurer, and shall be a permanent position in the country of the secretariat, responsible for the corporations day to day financial transactions

9.11 Past President. Must have completed at least one mandate, a full term, a minimum of four years,, in the position of President,, since the adoption of the original bylaws approved, June 2001. Will be automatically awarded honorary life membership and becomes a life member of the International advisory board. He acts as counsellor, to the President, other officers and is an ex-officio member of all committees of the corporation, concerning international affairs but does not have voting rights.