

BY-LAW No. 1

The following shall be the By-laws relating generally to the transaction of the business and affairs of:

U SPORTS
(hereinafter referred to as “U SPORTS”)

ARTICLE 1 – INTERPRETATION

- 1.1 In this By-Law, unless the context otherwise specifies or requires:
- 1.1.2 “Act” means the Canada Not-for-profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- 1.1.3 “By-laws” mean any By-law of U SPORTS from time to time in force and effect;
- 1.1.4 “Articles” mean the restated Articles of Continuance of U SPORTS; and
- 1.1.5 **“Regional Associations” are regional interuniversity athletic associations, located within Canada which are the basis for the classes of membership described in Article 2.**
- 1.1.6 Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
- a) All terms contained herein and defined in the Act or the Regulation shall have the meanings given to such terms in the Act or such Regulations;
 - b) Words importing the singular number only shall include the plural and vice versa; and the word “person” shall include individuals, syndicated, trusts and any number or aggregate of persons; and
 - c) The heading used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provision thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
 - d) Any provision in the By-laws of U SPORTS or in any rule, regulation, procedure or policy passed pursuant to the By-laws of U SPORTS, and any provision in the Policies and Procedures of U SPORTS shall be interpreted in accordance with the laws of the Province of Ontario.
- 1.2 Registered Office

The registered office of U SPORTS shall be in the Town of Richmond Hill, in the Province of Ontario at which place business of U SPORTS may from time to time be carried on. U SPORTS may by resolution establish such other offices at other locations within Canada as it deems necessary.

ARTICLE 2 – MEMBERSHIP

- 2.1 Classes of Members. There are four classes of Members in U SPORTS:
- a) U SPORTS Members as defined in Article 2.2 which are located in the Regional Association known as Canada West Universities Athletics Association;
 - b) U SPORTS Members as defined in Article 2.2 which are located in the Regional Association known as Ontario University Athletics;
 - c) U SPORTS Members as defined in Article 2.2 which are located in the Regional Association known as Réseau du sport étudiant du Québec; and
 - d) U SPORTS Members as defined in Article 2.2 which are located in the Regional Association known as Atlantic University Sport.
- 2.2 U SPORTS Members are post-secondary institutions of learning, located within Canada, which are members of the **Universities Canada (formerly AUCC)** which have applied for and been admitted to Membership in accordance with the By-laws. Members are the primary providers of interuniversity sport programs, and are members of a Regional Association class of member, and have voting privileges at the Annual General Meeting. Through their Regional Association member class, Members are provided elected and appointed positions on the Board of Directors and various Committees, respectively.
- 2.3 Conditions of Membership
- 2.3.1 U SPORTS Members are not permitted to play in the NCAA in sports that are offered by U SPORTS. (Note: this refers to membership and not to exhibition or non-conference play between U SPORTS and NCAA teams).
- 2.3.2 U SPORTS Members are not permitted to play in the NAIA in sports that are offered by U SPORTS, unless they also compete in that sport within U SPORTS (Note: this refers to membership and not to exhibition or non-conference play between U SPORTS and NAIA teams).
- 2.3.3 Institutions applying to become a U SPORTS Member must meet the following conditions:
- 2.3.3.1 Members shall be active members in good standing of a Regional Association.
 - 2.3.3.2 Members shall be universities accredited by and in good standing with respective provinces.
 - 2.3.3.3 Members shall be liable for and shall pay fees to U SPORTS as determined by the **Board** from time to time.
- 2.4 Admission to Membership
- 2.4.1 A Member may be admitted to Membership upon making written application in the form and according to the timelines prescribed by the Board of Directors, paying any application fee prescribed by the Board of Directors, and receiving approval of the application by a two-thirds majority of votes cast by Members at **an Annual Meeting**. New Members shall be subject to a period of probation, as prescribed by the

Corporation's Policy applicable to membership admission, during which time their activities and privileges in the Corporation are restricted.

2.5 Suspension/Termination of Membership

2.5.1 The Board of Directors may suspend or terminate the Membership of a Member of U SPORTS that no longer meets the Conditions of Membership stipulated in article 2.2 of this By-law.

2.5.2 A Member may be suspended from U SPORTS for failing to pay Membership fees, fines, penalties or other levies by the deadline date prescribed by the Board of Directors. Should Membership fees, fines, penalties or other levies remain unpaid for an additional 30 days, Membership may be terminated.

2.5.3 In addition to suspension or termination for failure to pay Membership fees fines, penalties or other levies, a Member may be suspended or expelled from U SPORTS in accordance with U SPORTS's policies and procedures relating to discipline of Members.

2.5.4 Probationary Members may be terminated in accordance with Canadian Interuniversity Policy applicable to membership admission.

2.6 Withdrawal of Membership

2.6.1 A Member may withdraw from U SPORTS by giving written notice to the Board of Directors at least two months prior to the **Annual Meeting**, and such withdrawal shall become effective upon the date it is approved by the Members.

2.6.2 Notwithstanding the above, a Member may not withdraw from U SPORTS when it is subject to a disciplinary investigation or action of U SPORTS, or when Membership dues, fines, penalties or other levies are owing to U SPORTS.

2.6.3 Any Member shall cease to be a Member upon its dissolution or winding-up of affairs.

2.7 Re-admission

2.7.1 A Member that was previously a Member of U SPORTS wishing to reapply for U SPORTS Membership must comply with the conditions of Membership set forth in Article 2.2, and may be required to serve a probationary period prior to being re-admitted.

ARTICLE 3 – ORGANIZATION

3.1 Annual Meetings

- 3.1.1 The **Members of U SPORTS** shall meet at least once each year to discuss the affairs of and **provide input into** policy decisions about the business and affairs of U SPORTS.

Annual Meetings shall be held at the U SPORTS Office or at such other place as shall be determined by resolution of the Board of Directors.

3.1.2 Notice

Notice of **Annual** Meetings shall be forwarded to Members from forty-five (45) to sixty (60) days prior to the meeting.

3.1.3 Delegates

3.1.3.1 At least sixty (60) days before the date fixed for the Annual Meeting, the Chief Executive Officer shall write to the Athletic Director or equivalent of each Member requesting that he/she cause to be appointed in writing, the name of the delegate, and if the Member so wishes, an alternate delegate that will represent that Member at the meeting.

3.1.3.2 The letter indicating those appointed should be received by the U SPORTS Office at least thirty-five (35) days prior to the **Annual Meeting**.

3.1.3.3 If a delegate or an alternate delegate is unable to attend the **Annual Meeting**, then the Athletic Director or equivalent of the Member so affected may cause a replacement to be named in writing.

3.1.3.4 Members may send observers to **Annual Meetings**. The observers may participate in those portions of debate where special consent is granted by the **Members** for their participation. Seating shall be provided for observers apart from the delegates and their alternates.

3.1.4 Agenda

3.1.4.1 The agenda for **Annual Meetings** shall be approved by the Board of Directors at least forty five (45) days prior to the holding of that **meeting**.

3.1.4.2 The agenda for **Annual Meetings** shall be circulated to Members at least thirty (30) days prior to the holding of that **meeting**.

3.1.4.3 Unless otherwise provided in U SPORTS Policies and Procedures, additions to the agenda may only be permitted by a majority of the votes cast at the meeting.

3.1.5 Notices of Motion

3.1.5.1 Notices of Motion must be received in writing by the registered office at least twenty-one (21) days prior to the meeting if they are submitted in both official languages. If they are submitted in only one official language, they must be received by the registered office at least twenty-six (26) days prior to the meeting.

- 3.1.5.2 Motions submitted to the registered office shall contain the page and article or item number of the By-Law, Policy, Procedure, and/or Rule to which the motion refers. Notices of Motions may be submitted to the registered office by Members in good standing, Regional Associations, Committees, or officers of U SPORTS.
 - 3.1.5.3 The text of a motion should contain only a statement of the motion. Resolutions should be stated as such and contain only matters germane to the resolution. A rationale for the Notice of Motion should be attached to the Notice of Motion.
 - 3.1.5.4 A Notice of Motion not received in writing at the registered office at least twenty-one (21) days prior to the Annual Meeting may only be considered if a two-thirds majority vote of the **Members** agrees that it may be considered.
- 3.1.6 Organization
- 3.1.6.1 The Chair, assisted by the Board of Directors and Chief Executive Officer, is responsible for the preparation and staging of all **Annual Meetings**. The Chair shall act as chairperson of the **meeting**.
 - 3.1.6.2 The Board of Directors may engage the services of a Parliamentarian for the **Annual Meeting**.
 - 3.1.6.3 A meeting registration fee per Member shall be determined by the Board of Directors from time to time.
- 3.1.7 Voting
- 3.1.7.1 Each full Member in good standing may, through its delegate, cast one vote at a meeting of Members.
 - 3.1.7.2 Each delegate shall receive one voting card upon registration. If a Member's delegate is temporarily absent from a meeting, the delegate may deliver the voting card to the named alternate delegate of that Member, who may vote in the place of the absent delegate.
 - 3.1.7.3 Alternate delegates may attend and participate in debate at **Annual Meetings** but may not move or second motions, or vote, unless they are, at the relevant time, in possession of the voting card, pursuant to the preceding paragraph.
 - 3.1.7.4 Voting by Proxy shall not otherwise be permitted.

3.1.7.5 Unless the Act otherwise provides, all motions brought before the **Annual Meeting** shall require a simple majority of the votes cast thereon for approval, with the following exceptions, which require two-thirds majority of the votes cast thereon for approval:

- a) Amendments to By-laws that constitute fundamental changes as defined by Section 197 of the Act (Article 12.2)
- b) Acceptance of a new Member (Article 2.4.1)
- c) Consideration of a motion received after the deadline for receipt of Notices of Motion (Article 3.1.6.4)
- d) Amendments to the Articles (Article 12.2)

Should a fundamental change affect membership rights in the manner described in Section 199 of the Act, each class of member will be entitled to vote separately on the change, and each class must approve the change by a two-thirds majority of the votes cast thereon by the Members in the class (Article 12.3).

3.1.8 Quorum

3.1.8.1 Quorum at an Annual Meeting shall be a majority of Members.

3.1.9 Special Meetings

3.1.9.1 Special Meetings may be called by the Chair or by the Board of Directors, and shall be called upon at the requisition of Members holding not less than five (5) percent of total Members' votes.

3.1.9.2 The Board of Directors shall convene such a requisitioned meeting in accordance with the Act. The agenda of the Special Meeting will be limited to the subject matter stated in the requisition.

3.1.9.3 All rules respecting **an Annual Meeting** shall apply mutatis mutandis with respect to a Special Meeting called by the Chair or by the Board of Directors, with the exception of the following:

- a) Notice of a Special Meeting shall be forwarded to Members at least twenty-one (21) prior to the meeting and such notice shall contain sufficient information so as to provide an opportunity to form a reasoned judgment on the matters to be brought before the Special Meeting.
- b) Fourteen (14) days before the date of a **Special Meeting** the Chief Executive Officer shall write to the President of each Member requesting that he/she cause to be appointed in writing, the name of the delegate, and any alternate delegate, that will represent that Member at the Special Meeting. Such delegate(s) shall present at the Special Meeting written authorization by their President of their appointment.

- c) The Agenda for a Special Meeting shall be circulated at least seven (7) days prior to the meeting.

3.1.10 E-Mail Voting

- 3.1.10.1 From time to time, it may be necessary for Members to vote on an issue via e-mail. This shall be permitted provided that discussion and consultation on the issue have taken place, and the motion presented reflects the nature of the debate.
- 3.1.10.2 The Members may meet or vote by electronic means provided that:
 - a) The Members are able to communicate adequately with each other;
 - b) The Board of Directors has passed a resolution addressing the mechanics of holding such a meeting or vote and dealing specifically with how security issues should be handled and the procedure for establishing quorum and recording the vote;
 - c) Each Member has equal access to the specific means of communication to be used;
 - d) Each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 3.1.10.3 The motion and sufficient information so as to provide an opportunity to form a reasoned judgment on the issue must be circulated at least fourteen (14) days prior to the voting deadline date.
- 3.1.10.4 Each Member shall have only one e-mail vote.
- 3.1.10.5 Article 3.1.7.5 regarding majority approval, shall apply to e-mail voting.
- 3.1.10.6 A quorum shall be reached when representatives from a simple majority or a two-thirds majority, as applicable, of the Membership respond.

3.2 Board of Directors

3.2.1 Jurisdiction/Powers

The Board of Directors shall have the power to manage and administer the affairs of U SPORTS and shall have the jurisdiction to do all things necessary for carrying out the legal purposes and fulfilling the Mission Statement of U SPORTS. Without limiting the generality of the foregoing, the Board of Directors shall have **those powers as specified in the Governance Policy.**

- 3.2.2 The Board of Directors shall be composed of eight (8) or nine (9) Directors, comprised as follows:
 - a) Two Directors elected by the Members in each Regional Association Member class. One Director shall be an Athletic Director of a Member in the class (or shall hold an equivalent employment position as determined by the Member) and one Director shall be a President of a Member in the class (or hold an equivalent

employment position as determined by the Member). Directors shall serve terms on a staggered basis such that each Regional Association class of member shall elect one Director each year. **At the first election after these Bylaws take effect, one Director shall be elected for two years and one Director shall be elected for three years, as determined by the Regional Association, and thereafter each Director will serve terms of two years.**

- b) One Director, who may be appointed to hold office for a term expiring not later than the close of the next Annual Meeting of Members, provided the one Director does not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.
- c) To be eligible to be nominated and elected as a Director, an individual shall meet the employment position requirements set out in Article 3.2.2a), shall be at least 18 years old, shall not have been declared incapable by a court in Canada or another country, shall not have the status of a bankrupt, and shall satisfy the requirements of the Income Tax Act in relation to the eligibility to serve as a Director of a registered charity.
- d) Any nomination of an individual for election shall be supported by two Members **of the Regional Association** and shall include the written consent of the nominee. **Each Regional Association shall solicit nominations and conduct elections in the manner that they see fit provided that: i) there shall be an open call for nominations, ii) nominations shall be circulated to Members at least 21 days before the election is to be held; and iii) such elections shall occur no later than 15 days before the date of the Annual Meeting of U SPORTS.**

3.2.3 Meetings

- 3.2.3.1 The Board of Directors shall meet at least four times each year provided that one meeting shall be held at the same time as the **Annual Meeting**. Meetings of the Board of Directors shall be held at the U SPORTS Office or at such other place as shall be determined by resolution of the Board of Directors. Notice of each meeting of the Board of Directors shall be forwarded to Board members at least 14 days prior to the meeting. A meeting may be held by telephone or electronic means. Approval of a majority of Directors is required for holding a meeting by telephone or other electronic means.
- 3.2.3.2 A quorum of the Board of Directors shall be a majority thereof. Each Director shall have one vote.
- 3.2.3.3 From time to time, it may be necessary for the Board of Directors to vote on an issue via e-mail. This shall be permitted provided that discussion and consultation on the issue have taken place, and the motion presented reflects the nature of the debate. The motion and sufficient information so as to provide an opportunity to form a reasoned judgment on the issue must be circulated at least seven (7) days prior to the voting deadline date.

No response by the deadline date shall be counted as an abstention. Regulations regarding quorum and voting rights shall apply.

3.2.3.4 The Directors may meet or vote by electronic means provided that:

- a) The Directors are able to communicate adequately with each other;
- b) The Directors have passed a resolution addressing the mechanics of holding such a meeting or vote and dealing specifically with how security issues should be handled and the procedure for establishing quorum and recording the vote;
- c) Each Director has equal access to the specific means of communication to be used;
- d) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

3.2.4 Compensation

3.2.4.1 Members of the Board of Directors, shall not receive compensation or remuneration as Directors, however they may be reimbursed for or given an accountable advance for their reasonable travel and accommodation expenses incurred or to be incurred in the course of carrying out their duties on behalf of U SPORTS.

3.2.5 Vacancies

3.2.5.1 The Office of any Director will be vacated automatically if the Director:

- a) Fails to maintain the qualifications set out in Article 3.2.2;
- b) Is convicted of any criminal offense related to the position;
- c) Misses more than two consecutive Board meetings without reasonable excuse; or
- d) Is removed by a majority vote of the Members in the Regional Association class that the Director represents, at a meeting of those Members, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

If any Director is removed and also holds a position of Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

3.2.5.2 Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual, who has the support of the applicable Regional Association, to fill the vacancy for the remainder of the vacant position's term of office.

3.3 Officers

3.3.1.1 The Officers of U SPORTS shall be:

- a) Chair
- b) Vice-Chair
- c) Treasurer
- d) Secretary
- e) President and Chief Executive Officer (hereinafter referred to as “Chief Executive Officer”)

3.3.1.2 Except for the Chief Executive Officer, the Officers shall be appointed by the Board from among their number immediately following the Annual Meeting.

3.3.2 Term of Office and Removal

3.3.2.1 Except for the Chief Executive Officer, Officers shall hold office for a period of one (1) year, until the next Annual Meeting.

3.3.3 Duties

The duties and responsibilities of an Officer shall, from time to time, be determined and delegated by the Board of Directors and shall include:

3.3.3.1 Chair

- (i) The Chair shall chair all meetings of the Board of Directors, the **Members**, and Executive Committee, and establish the agenda for these meetings.
- (ii) The Chair shall provide leadership to U SPORTS and be the official spokesperson for and on behalf of U SPORTS.
- (iii) The Chair shall be a member ex-officio of all standing Committees of U SPORTS howsoever designated.
- (iv) The Chair, assisted by the Board of Directors and Chief Executive Officer, is responsible for preparing the agenda of all meetings of **Members**.
- (v) The Chair shall submit to the registered office, thirty (30) days before the **Annual Meeting**, a written Annual Report to be presented to the **Members**.
- (vi) The Chair shall perform all other duties as are usual to the office of Chair of the Board, **as are set out in the Governance Policy**, or as may from time to time be delegated by the Board of Directors.

3.3.3.2 Vice-Chair

- (i) The Vice-Chair shall provide ongoing support to the Chair.
- (ii) The Vice-Chair shall provide ongoing support to the Chair.
- (iii) The Vice-Chair shall be available to act as a primary liaison between the Members and the Chief Executive Officer.
- (iv) The Vice-Chair shall be a member of the Human Resources Committee.
- (v) The Vice-Chair shall perform all other duties as may from time to time be delegated by the Board of Directors.

3.3.3.3 Treasurer

- (i) The Treasurer shall oversee and coordinate the activities of the Finance Committee which is responsible for financial operations and policies of U SPORTS including budgets, appropriate controls, financial reporting and financial records.
- (ii) The Treasurer shall make regular reports to the Board of Directors on the status of finances of U SPORTS.
- (iii) The Treasurer shall recommend to the Board of Directors and/or the **Members** items of policy within the mandate of the Finance Committee.
- (iv) The Treasurer shall liaise with, U SPORTS management, staff and Committees and Regional Associations as required.
- (v) The Treasurer shall perform such other duties as may from time to time be delegated by the Board of Directors.

3.3.3.4 Secretary

- (i) The Secretary shall be responsible for the documentation of all amendments to the Articles and By-laws, shall ensure that all official documents and records are properly kept, shall cause to be recorded the minutes of all meetings of the Members **and** Directors, will cause to be given due notice to all Members of meetings of the Members, and will perform such other duties as may from time to time be delegated by the Board of Directors.

3.3.3.5 Chief Executive Officer

- (i) The Chief Executive Officer is the chief employee of U SPORTS and is responsible to the Board for management and operations. The Chief Executive Officer is responsible for implementing the strategic plan and other policies developed by the Board and **Members**, for developing and implementing operational policies and procedures, and for managing the day to day operations of U SPORTS through the staff and Operating Committees.
- (ii) The Chief Executive Officer shall submit to the registered office, thirty (30) days before the **Annual Meeting** a written report to be presented to the **Members**.
- (iii) The Chief Executive Officer shall perform such other duties as from time to time are delegated by the Board of Directors through **the Governance Policy and a written job description**.

3.4 Standing Committees

- 3.4.1.1 U SPORTS shall have the following Standing Committees, which shall operate according to written terms of reference established by the Board:
- a) Executive Committee – having authority to deal with emergency matters only.
 - b) Human Resources Committee – to review the performance of the Chief Executive Officer and make recommendations on hiring and termination.
 - c) Finance Committee – to assist the Board in fulfilling its oversight responsibilities in relation to financial auditing, reporting, policies and strategies.
 - d) Governance Committee – to assist the Board in ensuring that the governing model and governing documents are efficient and effective, and to oversee the nominating process to promote effective Board leadership.
- 3.4.1.2 The Board may appoint such other Board Committees as it deems necessary for managing the affairs of U SPORTS and may appoint members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws. The Board shall establish written terms of reference for all Board Committees.
- 3.4.1.3 **The Board may establish Operating Committees within Canadian University Sport, which shall have written terms of reference set out in the Governance Policy or Policy 80.40.**
- 3.4.1.4 **As far as is practical, the composition of all Standing Committees and Operating Committees of U SPORTS shall respect the language, gender, Member institution size and Regional Association diversity of the Membership.**

ARTICLE 4 - AUDIT AND ACCOUNTS

- 4.1 The financial records of U SPORTS shall be audited by a public accountant at least once a year for the purposes of reporting to the Members which shall be done at the Annual Meeting. Auditors shall be appointed annually by the Members. Auditors may not be a Director, Officer, or employee of U SPORTS.
- 4.2 The banking business of U SPORTS or any part thereof shall be transacted with a Canadian Chartered bank or trust company, whose deposits are reasonably secured by insurance. All banking business of U SPORTS, or any part thereof, shall be transacted on behalf of U SPORTS by such persons as the Board of Directors may designate, direct or authorize from time to time by resolutions.

- 4.3 The Board of Directors shall designate who may arrange, settle, balance and certify all books and accounts between U SPORTS and U SPORTS's bankers and who may receive all paid cheques, vouchers, and sign bank forms for settlement of balances, and who may sign all cheques, bills of exchange, or other orders, for payment of indebtedness issued in the name of U SPORTS.
- 4.4 The fiscal year of U SPORTS shall be from April 1 to March 31, or as may otherwise be determined by the Board of Directors.

ARTICLE 5 - EXECUTION OF CONTRACTS, DOCUMENTS OR INSTRUMENTS IN WRITING

- 5.1 All material contracts of U SPORTS shall be signed by the Chair and Chief Executive Officer.
- 5.2 Contracts, in the ordinary course of U SPORTS's operations, may be executed on behalf of U SPORTS by any Officer of U SPORTS duly authorized by the Board of Directors.
- 5.3 Notwithstanding any provision to the contrary herein contained, the Board of Directors may, from time to time, by resolution, direct the manner in which any particular instrument, contract or obligation of U SPORTS may or shall be executed.
- 5.4 Only the Members may authorize any Director, and/or Officer of U SPORTS to:
- a) Borrow money on the credit of U SPORTS;
 - b) Issue, sell, or pledge securities of U SPORTS;
 - c) Charge, mortgage, or pledge all or any of the real or personal property of U SPORTS including rights, powers, franchise and undertakings to secure securities or any money borrowed or other debt, or any other obligation or liability of U SPORTS.

ARTICLE 6 - INDEMNIFICATION OF DIRECTORS

- 6.1 Every Director or Officer of U SPORTS, his/her heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of U SPORTS from and against:
- a) All costs, charges and expenses whatsoever which said director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office, and,
 - b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of U SPORTS save those incurred by reasons of his/her own willful neglect or fault.
- 6.2 Notwithstanding Article 6.1 a Director or Officer of U SPORTS shall be indemnified and saved harmless only if:
- a) he/she acted honestly and in good faith;
 - b) in the case of a criminal or administrative action that is enforced by a monetary penalty, he/she had grounds for believing that his/her conduct was lawful.

ARTICLE 7 - LEGAL PROCEEDINGS

- 7.1 Any action or legal proceeding against U SPORTS shall be commenced in a court of the Province of Ontario.

ARTICLE 8 - OFFICIAL LANGUAGE

- 8.1 The official languages of U SPORTS shall be English and French.
- 8.2 The English language text will be used in case of a dispute of interpretation.

ARTICLE 9 - BY-LAWS

- 9.1 Amendment -- Except for the items set out in Article 9.2, these By-laws may be amended or repealed by a majority vote of the Directors at a meeting of the Board. The Directors will submit the By-law amendment or repeal to the Members at the next Annual Meeting, and the Members may, by majority vote, confirm, reject or amend the By-law amendment or repeal. The By-law amendment or repeal is effective from the date of the resolution of the Directors. If the By-law amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.
- 9.2 Fundamental Changes -- In accordance with Section 197 of the Act, a two-thirds vote of the Members is required to make the following fundamental changes to the Articles or By-laws of the Corporation:
- a) Change the Corporation's name;
 - b) Change the province in which the Corporation's registered office is situated;
 - c) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - d) Create a new class or group of Members;
 - e) Change a condition required for being a Member;
 - f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
 - g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
 - h) Add, change or remove a provision respecting the transfer of a membership;
 - i) Increase or decrease the number of, or the minimum or maximum number of directors;
 - j) Change the statement of the purpose of the Corporation;
 - k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - m) Change the method of voting by Members not in attendance at a meeting of Members; or
 - n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

- 9.3 Separate Class Vote -- In accordance with Section 199 of the Act, each class of Member will be entitled to vote separately as a class on a proposal to make an amendment referred to in Article 9.2 to:
- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
 - b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including (i) to reduce or remove a liquidation preference, or (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
 - c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
 - d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
 - e) Create a new class or group of members having rights equal or superior to those of the class or group; or
 - f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE 10 - RULES OF ORDER

- 10.1 The rules contained the current edition of Robert's Rules of Order Newly Revised shall govern U SPORTS in all cases in which they are applicable and in which they are not inconsistent with the By-laws and any special rules of order U SPORTS may adopt.

ARTICLE 11 – TRANSITION

- 11.1 The Directors in Office at the time the Corporation continues under the Act will remain in office until elections occur at the 2015 Annual Meeting in accordance with these Bylaws.