

**THIS IS SCHEDULE "A"** referred to in a Resolution of the Board of Directors of **MANITOBA AMATEUR BODYBUILDING ASSOCIATION INC. (the "MAABA")** dated the 25<sup>th</sup> day of September, 2011.



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## **BY-LAW NO. 2 – 2011 – GENERAL BY-LAWS**

By-Law No. 2 – 2011, being a By-Law relating generally to the transaction of the business and affairs of **MABBA**, a Corporation without share capital incorporated under The Corporations Act (Manitoba).

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#### **SECTION ONE – INTERPRETATION**

##### **1.1 DEFINITIONS**

In the By-laws of MABBA, unless the context otherwise requires:

"**ACT**" means The Corporations Act of Manitoba (the "Act"), R.S.M. 1987 c.225 and the Regulations passed pursuant to that Act and any successive legislation or legislation that may be substituted therefor and all amendments thereto;

"**BOARD**" means the Board of Directors of MABBA;

"**BY-LAWS**" means this By-law and all other by-laws of MABBA from time to time enacted by MABBA and being in force and effect;

"**DIRECTOR**" means a Director of MABBA;

"**EXECUTIVE**" means the Officers of MABBA;

"**MEMBER**" means those members 18 years of age and over, having resided in Manitoba for a minimum of six (6) months and holding a valid Manitoba drivers license and Manitoba Health Registration Card and who are not under suspension, and who are eligible to compete with amateur status as determined from time-to-time by the CBBF (The Canadian Federation of Bodybuilding) and have paid their dues for membership in full, and deemed a Member in good standing with MABBA, the Provincial sport governing body, the CBBF and the IFBB (the International Federation of Bodybuilding). MABBA can suspend or deny Memberships for individuals who have been charged or convicted of any indictable criminal offence within the past 10 years or at any time hereafter. Therefore, any individual who has been charged with an indictable criminal offence within the past 10 years or at any time hereafter shall be prohibited from becoming a Member of MABBA and if a Member, shall have any rights or privileges of Membership suspended until such time as the individual is acquitted of such charges, and any individual convicted of such charges within the past 10 years or at any time hereafter shall be prohibited from becoming a Member, and if a Member, shall have any rights or privileges of Membership suspended indefinitely, and without restricting the generality of the foregoing, this shall expressly apply to any rights to compete as a representative of MABBA or in any MABBA or CBBF sanctioned activity or event.

A junior fitness Member of the age of 17 years will also require a signed parent/guardian consent form in order to be a Member in Good Standing;

"**PERSON**" includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative;

"**SPECIAL MEETING OF MEMBERS**" means a meeting of the Members called to transact business other than that normally transacted at Annual Meeting of Members.

## 1.2 **INTERPRETATION**

All terms which are contained in the By laws of MABBA and which are defined in the Act, but not defined in any by-law, shall have the meanings given to such terms in the Act; words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

## **SECTION TWO - BUSINESS OF MABBA**

2.1 **HEAD OFFICE** - Until changed in accordance with the By Law, the registered office of MABBA shall be in the City of Winnipeg, in the Province of Manitoba, at such location within the City as the Board may from time to time determine.

2.2 **CORPORATE SEAL** - A corporate seal for MABBA may be obtained at the discretion of the Executive.

2.3 **FINANCIAL YEAR** - The financial or fiscal year of MABBA shall end March 31 in each year unless and until change by the Board.

2.4 **POWERS OF THE EXECUTIVE** – Any two of the President, Vice-President, Secretary or Executive Director may, on behalf of MABBA, exercise all the powers that MABBA may legally exercise under the Act, unless they are restricted by law or by the Members from exercising those powers. These powers include, but are not limited to, the power:

- (a) to enter into contracts or agreements;
- (b) to make banking and financial arrangements;
- (c) to execute instruments and documents;
- (d) to direct the manner in which any Officers, Directors or other person or persons may enter into contracts or agreements on behalf of MABBA;
- (e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests

for such consideration and upon such terms and conditions as the Directors may consider advisable;

- (f) subject to Subsection 2.6 and subject to Section 4, to borrow on the credit of MABBA for the purposes of operating expenses, or on the security of MABBA's real or personal property; and
- (g) to purchase insurance to protect the property, rights and interests of MABBA and to indemnify MABBA, its Members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of MABBA.

2.5 **BANKING ARRANGEMENTS** – The Board shall designate the Officers and any other person(s) who are authorized to transact the banking affairs of MABBA with such financial institutions authorized by the Board. The resolution shall provide to the designated Officer or other person the power:

- (a) to operate MABBA's accounts with the financial institution;
- (b) to make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) to issue receipts for and orders with respect to the property of MABBA;
- (d) to execute any agreements with respect to the banking affairs of MABBA;
- (e) to authorize any officer of the financial institution to do any act or thing on MABBA's behalf to facilitate the banking affairs.

The securities of MABBA shall be deposited for safekeeping with one or more financial institution or securities dealer, as the Board may, from time to time, determine.

2.6 **ANNUAL BUDGET AND FINANCIAL PLAN** - The Treasurer shall prepare or shall delegate management to prepare a budget of estimated operating and capital expenditures and receipts for the ensuing fiscal year and present the same to the Board for its review one month prior to the end of the current fiscal year. All material expenditures in excess of budgeted amounts must first be approved by the Board.

### **SECTION THREE - ACCOUNTS AND STATUS**

3.1 **RECORDING OF MONIES** - All monies received by MABBA shall be deposited in MABBA's bank account as nearly as possible from day to day and all payments shall be made by cheque on MABBA's bank.

3.2 **ACCOUNTING RECORDS** - The Directors shall cause accounts to be kept of the assets and liabilities of MABBA, of all monies received by MABBA, of all monies invested by MABBA and of all monies distributed by MABBA and of the matters in respect of which credits and expenditures take place.

The books of MABBA shall be kept at the registered office of MABBA.

### 3.3 **TREASURER'S REPORT**

(a) The Treasurer shall, at least once in every year and more often if deemed proper by the Board, place or cause the management of MABBA to place before the Board a statement of receipts and disbursements and a balance sheet.

(b) The Treasurer shall provide or cause the management of MABBA to provide to the Board quarterly, financial reports on the previous quarter's operations in the form required by the Board.

## **SECTION FOUR – DIRECTORS**

4.1 **NUMBER OF DIRECTORS AND QUORUM** - The number of Directors shall be seven (7) persons. The quorum for the transaction of business at any meeting of the Board shall be the majority of Directors then in office or such greater number of Directors as the Board may from time to time determine. Each Director is authorized to exercise one (1) vote. Notwithstanding any vacancy in the seven (7) person Board, a quorum as aforesaid shall exercise all of the powers of the Board.

4.2 **QUALIFICATION** - No person shall be qualified for election as a Director if he or she is less than eighteen (18) years of age; if he or she is of unsound mind and has been so found by a court in Canada or elsewhere; if he or she is not an individual; if he or she has the status of a bankrupt or suspends payments or makes a compromise with his creditors or if he or she is not a Member of MABBA.

4.3 **ELECTION AND TERM OF OFFICE** - Each Director shall be elected to hold office until the date of the second annual general meeting after he or she was elected or until his or her successor shall have been duly elected.

4.4.1 **REMOVAL OF DIRECTORS BY MEMBERS** - The Members of MABBA may remove any Director for any reason by a resolution passed by at least sixty-six and two-thirds (66 2/3%) percent of the votes cast at a general meeting for which notice was given and may by a majority of votes cast at that general meeting elect any person who is qualified to be a Director, in the place and stead of the Director so removed, for the duration of the removed Director's term.

4.4.2 **REMOVAL OF DIRECTORS FOR CONDUCT UNBECOMING** - The Board shall have power to remove any Director from the Board by way of a vote of the Board as set forth below:

(a) if the Director who is the subject of the vote has been convicted of an Indictable Offence under the Criminal Code of Canada, notwithstanding that an appeal period has not expired or that an appeal is pending, the Board may remove said Director by way of a simple majority vote of the Directors present at a meeting called for that purpose;

(b) if a Director has been engaged in conduct unbecoming a Member of the Board of Directors of MABBA, the Board may remove said Director by

way of an affirmative vote of not less than sixty-six and two-thirds (66 2/3%) percent of the Directors present at a meeting called for that purpose. The Board shall determine conduct unbecoming a Director which determination shall include, but not be limited to, the disclosure unauthorized by the Board by any Director of any matters concerning the affairs and operations of MABBA and the Board and, in particular, disclosure of any confidential information as thereafter defined;

- (c) for the purposes of this paragraph 4.4.2, the term “confidential information” shall mean any information and data of any nature and kind whatsoever, including, without limiting the generality of the foregoing, information and data relating to the strategic plans, governance, operations, finances, business and contractual rights, relations and obligations of MABBA and the Board, whether verbal, written or recorded by electronic or magnetic means (computer or otherwise recorded and stored) or otherwise relating to MABBA or the Board, whether designated or labelled as “confidential” or not.

4.5 **VACATION OF OFFICE** - A Director ceases to hold office when:

- (a) he or she dies;
- (b) he or she is removed from office by a resolution of the Members, in accordance with Section 4.4;
- (c) he or she is of unsound mind and has been found so by a Court in Canada or elsewhere;
- (d) he or she has the status of a bankrupt, or suspends payments, or makes a compromise with his creditors;
- (e) his or her written resignation is sent or delivered to MABBA or, if a time is specified in such resignation, at the time so specified, whichever is later; or
- (f) he or she is not re-elected.

Within a sixty (60) day period of such vacancy the Directors shall appoint a Director to fill a vacancy, provided that a quorum of Directors remains in office. If there is no quorum of Directors or if four (4) Directors have ceased to be Members of the Board within a sixty (60) day period, the remaining Directors shall call a general meeting of MABBA to fill the vacancies.

4.6 **REMOVAL OF DIRECTORS FOR FAILURE TO ATTEND AND VACANCIES** -

In the event of a Director failing to attend three (3) consecutive meetings of the Board without reasonable excuse, the sufficiency whereof shall be in the sole discretion of the Board, the Board may rescind and terminate such Director's appointment as a Member of the Board, and the Board shall, within a reasonable time thereafter, appoint a replacement to fill such vacancy for the unexpired portion of such term. Subject to the provisions of the Act, a quorum of the Board may fill a vacancy in the Board. In the

absence of a quorum of the Board, the Board shall forthwith call a special meeting of Members to fill the vacancy.

4.7 **ACTION BY THE BOARD** - Subject to the provisions of the Act, the Board shall have the full power in all things to manage and administer the business and affairs of MABBA, which shall, for greater certainty, include the authorization for and on behalf of MABBA to invest the funds of MABBA and to pay out such funds of MABBA as deemed proper and in accordance with the undertaking of MABBA. Subject to Sections 4.9 and 4.10, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remain in office.

All questions for determination by the Board shall be decided by vote of a show of hands or if requested by any Director, by poll or if requested by any two (2) Directors by confidential ballot.

4.8 **RULES AND REGULATIONS** The Board may prescribe and change from time to time such rules and regulations for the operation of MABBA as the Board determines necessary and expedient to meet the purposes of MABBA.

4.9 **MEETINGS BY TELEPHONE** - If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

4.10 **MEETINGS BY OTHER ELECTRONIC MEANS** – The Directors of MABBA may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- (a) the Board of Directors of MABBA has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedures for establishing quorum and recording votes;
- (b) each Director has equal access to the specific means of communication to be used; and
- (c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4.11 **PLACES OF MEETINGS** - Meetings of the Board may be held at any place in Canada.

4.12 **CALLING OF MEETINGS** - Meetings of the Board shall be held at least once in every calendar quarter and may be called at the instance of the President or any three (3) Members of the Board, all subject to notice under paragraph 4.13.

The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately after an annual general meeting of Members or a general meeting of Members to transact any business.

No unintentional or inadvertent act or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken at the meeting.

A special meeting of the Board may be held on short notice at any time and place permitted by the Act if the Directors are present in person or if those not present waive notice or otherwise consent to such meeting being held.

4.13 **NOTICE OF MEETING** – Subject to Section 4.12, notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.1 to each Director not less than ten (10) days before the time when the meeting is to be held. A notice of meeting of Directors shall not specify the purpose of the business to be transacted at the meeting and an agenda for the meeting.

4.14 **WAIVER OF NOTICE OF MEETING** - A Director may in any manner waive notice of or otherwise consent to a meeting of the Board. No public notice or advertising of any meeting of the Board shall be required. No formal notice of any meeting of the Board shall be necessary if all the elected Directors are present or if those absent have indicated their consent to the meeting being held in their absence.

4.15 **ADJOURNED MEETING** - If a meeting of Directors is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Directors is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

4.16 **CHAIRMAN** - The President of MABBA, failing whom, the Vice-President, shall be the Chair of any meeting of the Board.

4.17 **VOTES TO GOVERN** - At all meetings of the Board, every question and all powers, authority and discretion exercised by the Board shall be decided by a majority of the votes cast on the question except as herein otherwise stated to the contrary.

4.18 **CONFLICT OF INTEREST** - Every Director shall declare his or her interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with President of MABBA, failing whom, the Vice-President, shall be the Chair of any meeting of the Board, in the manner and at the time required by the Act and refrain from voting in respect to the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act.

Every Director who has any direct or indirect interest in a contract or proposed contract with President of MABBA, failing whom, the Vice-President, shall be the Chair of any meeting of the Board shall:

- (a) declare his or her interest at the first meeting of the Directors after which he or she became interested or aware of any such interest;

- (b) request that his or her declaration be recorded in the minutes of the meeting; and
- (c) not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

It is expressly acknowledged that the President may be selected and thus be entitled to be a Member of the Board of the CBBF and this shall not be deemed to be a conflict of interest.

4.19 **REMUNERATION AND EXPENSES** - The Board may fix the remuneration of the Executive Director and may formulate the policy of MABBA in relation to the reimbursement of the expenses of the Directors, Officers, Employees and Agents of MABBA incurred in performing their duties for MABBA.

4.20 **RETAINING EXPERTISE** - The Board may hire and appoint such employees, solicitors, managers, agents, financial or other consultants and other persons at such salaries or for such remuneration as the Board may deem proper or necessary and in so doing the Board may incur such expenditures incidental to the conduct of the affairs of President of MABBA, failing whom, the Vice-President, shall be the Chair of any meeting of the Board and carry out its undertaking as may appear proper, and the Board shall approve the payment of all such salaries, remuneration and expenditures.

4.21 **EVIDENCE OF MEETING** - A declaration by the Secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against any resolution.

## **SECTION FIVE – COMMITTEES**

5.1 **COMMITTEE OF DIRECTORS** - The Board may appoint committees of Directors (Director Committees) that it deems necessary or appropriate, for and shall, appoint any committee, set out the purposes of the committee, its procedures and its powers, provided that no such committee shall exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board under the Act or under this By-Law.

5.2 **ADVISORY COMMITTEES** - The Board may from time to time as deemed necessary or appropriate appoint any number of Advisory Committees constituted from persons outside the Board whether Members of MABBA or otherwise, only to advise and assist the Board in its duties, provided that no such committee shall exercise any of the powers or carry out any duties that are legally required to be exercised by the Board, nor shall the Board be bound by to act on the decisions or recommendations of any Advisory Committee.

5.3 **ADVISORY COMMITTEE PROCEDURES** - The Board shall set and determine the operation and procedure of the Advisory Committees.

## **SECTION SIX – OFFICERS**

6.1 **APPOINTMENT** - The Board shall from time to time but in any event after the annual general meeting of MABBA, from among its Members who are also Directors, appoint the President, Vice-President, Secretary, Treasurer, Figure/Fitness Consultant, Chairperson, Bodybuilding Chairperson and such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed, who shall serve as hereinafter provided or until he or she is removed from office by resolution of the Board. The positions of Secretary and Treasurer may be combined into one position known as “Secretary-Treasurer” if and when the Directors by resolution consider it appropriate. The Board may specify the duties of any such Officers. Provided however that:

- (a) The President shall be selected from amongst the existing slate of Officers;
- (b) the Board by a majority vote may appoint and remove such officers at any time for any reason or no reason.

6.2 **OFFICERS** - The Officers of MABBA shall have the following duties:

- (a) President – chair all meetings of MABBA and of the Board, when present in person and able; have general supervision of the affairs of MABBA; sign all by-laws and execute any documents with the Treasurer; perform any other duties which the Board may, from time to time, assign; maintain liaison with affiliated National and Provincial Associations and other bodies interested in the sport of bodybuilding
- (b) Vice-President – exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;
- (c) Secretary - serve as Secretary of any meeting of the Board or Members and keep and maintain the records and books of MABBA, including the registry of Officers and Directors, the registry of Members, the minutes of the annual general meeting, general meetings and meetings of the Board, the by-laws and resolutions; have custody of the corporate seal; certify copies of any record, registry, by-law, resolution or minute; give any notices required for the annual general meeting, general meetings and meetings of the Board of Directors; and perform any other duties which the Board may, from time to time, assign. When the Secretary is not able or present, the President shall designate a Director as an alternate to carry out the duties of the Secretary at any meeting of the Board or Members; administer the merchandising for MABBA; carry on the official correspondence of MABBA;
- (d) Treasurer - keep and maintain the financial records and books of MABBA; countersign all cheques or other payments with the President or the Vice-President, as the case may be; assist in the preparation of the financial

statements of MABBA; report on all transactions and financial conditions of MABBA as required by the Board and perform any other duties which the Board may, from time to time, assign;

- (e) Figure/Fitness Chairperson – take on the responsibility of making sure the needs of women’s fitness are addressed; maintain communication between all women’s fitness competitors to make sure they are aware of any rule changes; maintain a page within the MABBA (www.bodybuilding.ca) website and generally perform such duties as may be assigned from time-to-time by the Executive; and
- (f) Bodybuilding Chairperson – take on the responsibility of making sure the needs of men and women’s bodybuilding are addressed; maintain communication between all men and women bodybuilding competitors to make sure that they are aware of any rule changes; maintain a page within the MABBA (www.bodybuilding.ca) website and generally perform such duties as may be assigned from time-to-time by the Executive.

6.3 **VARIATION OF POWERS AND DUTIES** - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

6.4 **INABILITY OF OFFICER OR DIRECTOR TO PERFORM DUTIES** - If any Officer or Director is unable to perform his functions or discharge his duties as such Director or Officer, the Board may appoint such other Director(s) or Officer(s) to perform the functions and/or to discharge the duties of that Director or Officer.

6.5 **TERM OF OFFICE** - Unless terminated by the Board as herein provided, the term of each Member of the Executive shall be no more than two (2) years and the election of the Executive shall be staggered so that the election of President, Figure/Fitness Chairperson and Treasurer shall occur in every even numbered year and the election of the Vice-President, Secretary and Bodybuilding Chairperson shall occur in every odd numbered year.

6.6 **DISCLOSURE OF INTEREST** - An Officer shall disclose his interest in any material contract or proposed material contract with MABBA in accordance with and as required by Directors in Section 4.18.

6.7 **AGENTS AND ATTORNEYS** - Subject to Section 7.2, the Board shall have power from time to time to appoint agents or attorneys for MABBA in or outside Canada, with such powers of management or otherwise (including the power to sub-delegate) as may be deemed necessary by MABBA.

## **SECTION SEVEN – DELEGATION**

7.1 **DELEGATION BY THE BOARD OF DIRECTORS** - Subject to Section 7.2, the Board by resolution may from time to time delegate to one or more of the Directors, Officers or employees of MABBA, as may be designated by the Board, all or any of the powers and duties conferred upon the Board or its Officers pursuant to the Act or any

articles, or by-laws of MABBA, to such extent and in such manner as the Board shall determine at the time of each such delegation.

7.2 **EXCEPTION** - The Board shall not delegate any authority or power exclusively conferred on it by the Act.

## **SECTION EIGHT - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

8.1 **LIMITATION OF LIABILITY** - No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any other act or conformity, or for any loss, damage or expense occurring to MABBA through the insufficiency or deficiency of title to any property acquired for or on behalf of MABBA, or for the insufficiency or deficiency of any security in or upon which any of the monies of MABBA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of MABBA shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own gross negligence, intentional wrongful act or omission or wilful misconduct; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the provisions thereof.

8.2 **INDEMNITY** - Subject to the limitations contained in the Act, MABBA shall indemnify a Director, Officer or Member of MABBA, a former Director, Officer or Member of MABBA or a person who acts or acted at MABBA 's request as a Director or Officer of a body corporate of which MABBA is or was a Member of MABBA or a person who undertakes or has undertaken any liability on behalf of MABBA and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he has made a party in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and all other costs, charges and expenses including legal fees and disbursements on a solicitor and own client basis that he or she sustains or incurs in or about or arising from, or in relation to the exercise of his or her duties and the affairs of MABBA, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of MABBA; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful;

and MABBA shall so indemnify such person as aforesaid who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director, Officer or Member of MABBA against all costs, charges and expenses reasonably incurred by him or her in respect of such acts or proceedings, including legal fees and disbursements on a solicitor and own client basis, notwithstanding Sub-paragraphs (a) and (b) above.

## **SECTION NINE – MEMBERS**

9.1 **MEMBERSHIP** - Members in good standing as of June 30 in any given year shall be entitled to vote for the Directors of MABBA at an annual general meeting to take place on or before September 30 in each year. Membership terms shall be effective for any given calendar year during which a membership is purchased and shall automatically expire on December 31 of any such calendar year. Inasmuch as membership in good standing is limited to those who are eligible to compete with amateur status as determined from time-to-time by the CBBF, anyone who has a membership and ceases to have such amateur status shall thereupon automatically forfeit their right to membership and that membership right shall thus expire automatically upon such forfeiture.

9.2 **HONOURARY LIFE MEMBERS** - The holders of Honorary Life Memberships shall not be entitled to vote for Directors of MABBA, unless they purchase a Membership and qualify for Membership status in accordance with the provisions of Section 9.1 of these By-Laws. Only Members who have paid for Memberships may be entitled to vote at any meeting of Members or Directors.

9.3 **ANNUAL MEETINGS** - Annual Meeting of the Members shall be held no later than September 30 in any given year and the following business shall be conducted at the annual general meeting:

- (a) presentation and approval of financial reports;
- (b) election of Directors;
- (c) any other business that may properly be brought before the meeting

9.4 **SPECIAL MEETINGS** – Subject to notice provisions in Section 9.7, the Board or the President shall have power to call a Special Meeting of Members at any time.

9.5 **CALLING OF MEETINGS** -

- (a) The Directors may, from time to time, call a special or general meeting of the Members of MABBA.
- (b) The Directors shall call a general meeting of the Members of MABBA if at least sixty (60%) percent of the Members of MABBA request that a general meeting be called.

9.6 **PLACE OF MEETINGS** - Meetings of Members shall be held at the office of MABBA or elsewhere in the City of Winnipeg or, if the Board shall so determine, at some other place in Canada.

9.7 **NOTICE OF MEETINGS** - Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 10.1, not less than seven (7) days before the date of the meeting, except in the case of a Special Meeting of Members which notice shall be given not less than five (5) days, to each Director, to the auditor, if

any, and to each Member who at the close of business on the record date for notice, is entered in the register as a Member. Notice of a meeting of Members called for any purpose other than consideration of the financial statement and auditor's report, election of Directors and re-appointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the test of any special resolution to be submitted to the meeting. Any person entitled to notice may in any manner waive notice of or otherwise consent to a meeting of Members.

9.8 **LIST OF MEMBERS ENTITLED TO NOTICE** - For every meeting of Members, the Secretary shall prepare a list of Members in attendance.

9.9 **MEETINGS WITHOUT NOTICE** - A meeting of Members may be held without notice at any time and place permitted by the Act:

- (a) if all the Members entitled to vote thereat are present in person or, if those not present waive notice of or otherwise consent to such meeting being held; and
- (b) if the Directors are present or waive notice of or otherwise consent to such meeting being held;

and at such meeting, any business may be transacted which MABBA at a meeting of Members may transact.

9.10 **CHAIRMAN** - The Chair of any meeting of the Members shall be the President, failing whom the Vice-President. If the Secretary of MABBA is absent, the Chair of the meeting shall appoint some person, who need not be a Member, to act as Secretary of the meeting.

9.11 **PERSONS ENTITLED TO BE PRESENT** - Every individual Member in good standing and is entitled:

- (a) to attend any meeting of MABBA;
- (b) to vote at any meeting of MABBA; and
- (c) to hold any office of MABBA.

9.12 **QUORUM** - Quorum for the annual general meeting or for a general meeting of Members of MABBA shall be the majority of Members of the MABBA Executive present in person, plus at least three other Members.

9.13 **VOTES TO GOVERN** - At any meeting of the Members, every question shall, unless otherwise required By-laws, be determined by the majority of votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote.

9.14 **VOTING** - Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present

and entitled to vote shall have one vote, notwithstanding that such person may qualify as a Member under Subsection 9.1. Whenever a vote by a show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

9.15 **PROXY** – MABBA encourages its Member to attend the Annual General Meeting (AGM) whenever possible. If you are unable to attend, MABBA would request that you use the proxy vote to ensure that you will have the opportunity to express your views, even in your absence. A proxy vote enables a voting MABBA Member to authorize another voting MABBA Member, who will be in attendance at the AGM, to vote on their behalf. Sometimes it is difficult to find the time and/or resources to attend a meeting such as the AGM. Despite your inability to attend, there may still be important issues you would like to bring forward or have an opportunity to support through its voting privileges. By giving a MABBA Member attending the AGM your vote, you are allowing that MABBA Member to speak on your behalf and represent your views. The proxy vote system is an excellent opportunity to have your voice heard at meetings which you are unable to attend. However, once you have given that vote to another MABBA Member, they are free to use that vote however they see fit. You should only give someone your Proxy vote if you are confident they are able and willing to speak accurately on your behalf.

9.16 **BALLOTS** - On any question proposed for consideration at a meeting of Members and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled to one vote.

9.17 **ADJOURNMENT** - Any meeting of MABBA may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

9.18 **RESOLUTION IN WRITING** - A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement with respect to the subject matter of the resolution is submitted by a Director or the auditors to MABBA in accordance with Subsections 105(2) and 162(5) of the Act.

9.19 **REVOCAION OF MEMBERSHIP** - Membership shall cease:

- (a) upon death or loss of mental capacity of a Member;
- (b) if the Member no longer qualifies for Membership in accordance with the by-laws of MABBA as they exist and are amended from time to time; or

- (c) if the Membership has been terminated by a vote of at least sixty-six and two-thirds (66 2/3%) percent of the Members at a meeting duly called for that purpose. Notice of the meeting shall be served upon the Member and shall set out the grounds for the proposed termination of his or her Membership.

## **SECTION TEN – NOTICES**

10.1 **METHOD OF GIVING NOTICE** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the By-laws or otherwise to a Member, Director, Officer, auditor or Member of a committee of the Board, shall be sufficiently given once posted on the MABBA website.

10.2 **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.

10.3 **OMISSIONS AND ERRORS** - The accidental omission to give any notice to any Member, Director, Officer, auditor or Member of a committee of the Board or the non-receipt of any notice to any Member, Director, Officer, auditor or Member of a committee of the Board or any error contained in any such notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.4 **WAIVER OF NOTICE** - Any Member, Director, Officer, auditor or Member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice required to be given to him under any provision of the Act, the regulations thereunder, the By-laws or otherwise and such waiver or abridgment shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board, which may be given in any manner.

## **SECTION ELEVEN – AGENTS AND EMPLOYEES**

11.1 **AGENTS AND EMPLOYEES** - The Board may appoint any agents and retain any employees that it considers necessary for the operation of MABBA. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board.

11.2 **EXECUTIVE DIRECTOR** - The Board has appointed Christine McKee as its Executive Director and in that capacity, she shall have all of the powers and duties as Executive Director as delegated to her by the Executive, including the powers set forth in Section 2.4, or as directed by the Executive from time-to-time.

## **SECTION TWELVE – VOLUNTEER CODE OF ETHICS**

12.1 **VOLUNTEER CODE OF ETHICS** – Attend the volunteer meeting held at the weigh-in for each competition. Show up on time for your designated duties on competition day. Before leaving after the morning or evening show, check with the person in charge of the volunteers first.

Volunteer code of conduct:

- the level of production of or the Novice and Provincial has been dramatically increased over the last few years. As there are so many timing issues involved in the production we appreciate that you don't congregate backstage during the production;

- medical emergencies are very minimal but if any time there is a need for urgent medical attention find the person in charge of the volunteers ASAP! There will be medical supplies provided for minor emergency.

- *volunteers who may have athletes or friends they are training in the Novice or Provincials are not allowed to "color", prep or help with pump up. We do not want favoritism; this is why we have so many volunteers to help with these processes.*

- no volunteers are allowed in the general audience throughout the show unless assisting at the MABBA booth.

- please be professional at all times and do not offer advice or solicit anything as this can cause problems with trainers/athletes.

- any questions or concerns re: any athlete will be addressed to the person in charge of the volunteers.

- if any problems arise between the athletes and volunteers or their conduct is inappropriate, please contact the person in charge of the volunteers immediately and it will be addressed.

- please ensure that the facility is not getting marked up from Tanning and other products.

- all volunteers must continue with their posted duties unless otherwise told by the person in charge of the volunteers.

**SECTION THIRTEEN - EFFECTIVE DATE OF BY-LAW  
AND AMENDMENTS AND REPEAL**

13.1 **EFFECTIVE DATE** - This By-law shall come into force when confirmed by the Members in accordance with the Act.

13.2 **AMENDMENT** - The provisions of this or any other by-law of MABBA may be enacted, repealed, amended, added to or re-enacted by the Directors by a two-third (2/3rd) majority vote of the Board present at a meeting duly called for that purpose and thereafter, confirmed by the Members in accordance with the Act.

**SECTION FOURTEEN - REPEAL OF PREVIOUS BY-LAWS**

14.1 **REPEAL OF PREVIOUS BY-LAWS** - As of the date of this By-Law, all previous By-Laws of MABBA relating to the subject matters in this By-Law are hereby repealed and cease to have force and effect from the date hereof in this By-Law 2-2011 is enacted in the place and stead and in substitution for, such previous By-Laws.

ENACTED by the Board on the 25<sup>th</sup> day of September, 2011

Signed September 25<sup>th</sup>, 2011

\_\_\_\_\_  
President

Tom Heffner

Signed September 25<sup>th</sup>, 2011

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Executive Director

Christine McKee