

## CANADIAN BRIDGE FEDERATION INCORPORATED

### **DEFINITIONS:**

- "ACBL" means American Contract Bridge League.
- "Board of Directors" means Board of Directors of the CBF.
- "CBF" means Canadian Bridge Federation Incorporated.
- "Director" means the Zone representative who sits on the Board of Directors.
- "Executive Secretary" means the Executive Secretary of the CBF.
- "S\he" means he or she.
- "Member" means a paid up member of the CBF.
- "President" means the President of the CBF.
- "Resident of Canada" - means as defined by regulation passed by the CBF Board of Directors.
- "Treasurer" means the Treasurer of the CBF.
- "Unit" means a geographical division of the ACBL as determined thereby from time to time, and which lies at least partially in Canada.
- "Vice-President" means the Vice-President of the CBF.
- "Zone" means one of the six (6) geographical regions into which Canada is divided.

### **BY-LAW #1:**

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

### **BY-LAW #2 - MEMBERSHIP:**

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

### **BY-LAW #2A – ELIGIBILITY (revised June 2009)**

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

- a) be a member in good standing of the CBF
- b) be a resident or a citizen of Canada or otherwise be approved by the CBF Board of Directors to represent Canada Internationally
- c) meet the current WBF credentials conditions defining eligibility to represent a country.

### **BY-LAW #3 - ANNUAL MEETING OF THE FEDERATION:**

- (a) There shall be an annual meeting of the CBF to be held once in each calendar year. CBF members in good standing shall be entitled to be present and to vote on any matter coming before said meeting.
- (b) The annual meeting in any calendar year shall be held at such time and place as the Directors shall by majority vote determine, and notice thereof shall be published by advertisement in any one or more issues of a national bridge publication and shall further be given by notice in writing from the Executive Secretary of the CBF to the Secretary of each member Unit at least 30 days in advance thereof.
- (c) In order to facilitate adequate representation of all Units at every annual meeting, said annual meeting shall be held in conjunction with the Canadian Bridge Week.
- (d) At any annual meeting, a quorum shall consist of seven (7) CBF members representing at least

three Zones present at the beginning of the meeting.

(e) The manner of voting on any issue may be ad directed by the President, but any Member may require that the matter be decided by secret ballot.

(f) Special general meetings of the CBF may be called at any time to consider specific subject matters by the Board of Directors, or by the President. Notice of the time and place of any special general meeting shall be given by mail by the Executive Secretary to the Secretaries of each Unit in each Zone at least 20 days before such meeting is held. The notice of any such special general meeting shall contain an agenda of the matters to be considered at said meetings, and no other business shall be acted upon at such special general meeting.

#### **BY-LAW #4 - ZONES:**

For the purposes of the Federation, Canada shall be divided into 6 Zones as follows:

Zone I Atlantic Provinces: Units 194 and 230;

Zone II Quebec and Eastern Ontario: Units 151, 152, 192, and 199;

Zone III Ontario: Units 166, 246 and 249;

Zone IV Southern Manitoba and the remainder of Ontario: Units 181, 212, 228 and 238;

Zone V Northern Manitoba, Saskatchewan, Alberta, Nunavut and Northwest Territories:

Units 248, 390, 391, 392, 393, 573, and 575

Zone VI British Columbia and Yukon: Units 429, 430, 431, 456, 571 and 574.

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

#### **BY-LAW #5 - DIRECTORS:**

(a.) The CBF shall be governed by a Board of Directors who shall be six (6) in number, and each Zone shall be entitled to elect one Director. The Directors shall be elected for a period of three calendar years, two retiring at the end of each year. Vacancies due to resignations, death, or incapacity shall be filled by the Board of Directors, and said persons so appointed shall act as Zone Director pro tem until said vacancy is filled by the election of a new Zone Director for said Zone in the manner herein prescribed. Nominations must be received by the Executive Secretary no later than September 30 of the year prior to which the term th begins. Units within each zone will vote for the nominees. Based on Unit membership for January 1st of the voting year each Unit will receive 0.01 votes for each Member in that Unit. The votes must be received by the Executive Secretary prior to December 15th of that year. The elected Director will assume their duties on January 1st of the following year.

(b) The Directors shall hold one meeting a year at the earliest convenient date in each calendar year. A minimum of three (3) subsequent regular conferences shall be held at such times as the Directors may by majority vote determine. These conferences may take the form of telephone or computer conferences.

(c) The Directors shall be entitled to be financially indemnified by said Federation for their actual and necessary expenses required for travel from their normal place of residence to any place set for a Directors' meeting, as well as such reasonable per diem amounts for accommodation and meals at such place of meeting as the Directors may from time to time determine, and said travel expenses and per diem shall be a charge on the funds of said CBF.

(d) The Directors shall manage and conduct the general affairs of the CBF and any matter in

connection therewith decided by majority vote thereof is binding upon the Federation until the annual meeting thereof next following.

(e) Saving only financial fraud, the Directors shall be indemnified by the CBF for any and all financial and legal liability that may in any manner arise out of the exercise of their respective duties appertaining to the Federation.

(f) The Directors may from time to time establish and conduct bridge tournaments in Canada in the general interest of all Canadians, and may direct such conditions of contest, establish such fees for play, set such time requirements for completion of each round of same, provide for the awarding of such masterpoints for said tournaments as may be sanctioned and generally may hold, conduct, supervise, and control all such tournaments so established by it.

(g) A quorum of the Board of Directors for the transaction of business shall consist of not less than a majority of the Directors elected for all Zones. Votes shall be carried by a majority vote.

The chairperson for each meeting shall cast a vote in the event of a tie vote.

(h) Any officer or Director of the Federation may be suspended for cause at any validly constituted meeting of the Board, provided that two thirds of those present shall so vote. Any officer or Director so suspended shall be notified in writing of said suspension and of the reasons therefore, said notification to be by prepaid registered mail, and such suspension shall be further considered at a special Directors' meeting held for the purpose, of which meeting said suspended officer or Director shall be entitled as of right to be present, to be heard and to be represented by counsel of his choice. At the conclusion of said hearing if cause be shown thereat said officer or Director may be removed and replaced in the manner aforesaid.

(i) The absence of any Director (except for valid reasons, the proof of which is on him) from two consecutive meetings may be considered valid cause for his removal.

(j) A special meeting of the Board of Directors shall be called by order of the President or upon request of any two members of the Board.

(k) Notice of such special meetings may be given in any one of the following methods; i.e., written notice by prepaid registered mail, or sent by courier, or personally delivered at least ten (10) days prior to the time set for said special meeting and containing the substance of the matters to be decided at and the reasons for said special meeting. No other business of said CBF shall be transacted at any such special meeting other than that specified in the notice.

(l) Notwithstanding the foregoing, a special general meeting may be held without written notice or requirement as to time if the circumstances be sufficiently serious to so warrant, provided that the Executive Secretary conducts a telephone vote of all Directors in connection therewith and at least two thirds of the number thereof consent thereto.

#### **BY-LAW #6 - OFFICERS:**

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

(b) Vacancies in any office due to any cause shall be filled by majority vote of the remaining Directors, which said vote may be conducted by telephone or in such other manner as they may by majority vote decide.

(c) The Treasurer and Executive Secretary will receive a stipend, the amount to be determined from time to time by the Directors.

#### **BY-LAW #7 - DUTIES OF THE PRESIDENT:**

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

**BY-LAW #8 - DUTIES OF THE VICE-PRESIDENT:**

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

**BY-LAW #9 - DUTIES OF THE EXECUTIVE SECRETARY:**

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

**BY-LAW #10 - DUTIES OF THE TREASURER: (revised June 2005)**

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

(a) Execution of Documents:

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality.

The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The 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 of Directors.

**BY-LAW #11 - FISCAL YEAR:**

The fiscal period of the CBF shall terminate on the 31st day of December in each year.

**BY-LAW #12 - AUDITORS:**

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

**BY-LAW #13 - EX-OFFICIO MEMBERS OF THE BOARD:**

Any Canadians who are or may become members of the ACBL Board of Directors or of the World Bridge Federation Board of Directors shall, while they serve in that office, be entitled to attend at all regular meetings of the Board of Directors of the Federation provided, however, that such persons will not be entitled to vote.

**BY-LAW #14 - AMENDMENTS TO BY-LAWS:**

(a) These By-laws may be amended or augmented by a majority vote of the Members present at any annual meeting; provided that:

- i.) Notice of any proposed amendment or addition to said By-laws be given in writing to the Executive Secretary and filed within at least 30 days prior to the annual meeting at which said By-law or amendment is proposed to be considered; and
- ii.) The substance of said amendment or addition to said By-laws be fully set out in said notice.

(b) Upon receipt of any such notice the said Executive Secretary shall specifically mention said proposed amendment or addition in his notice prior to said annual meeting at which same is to be considered and the substance of said proposed change shall be set out in the agenda of said meeting.

(c) Notwithstanding the foregoing these By-laws may be amended or augmented at any annual or special general meeting without the necessity of prior notice being filed if a quorum of the Directors present at said meeting by majority vote declare that the consideration of an amendment without notice be deemed proper under the circumstances but in any event no such amendment or addition shall be deemed valid unless approved by the vote of at least two-thirds (2/3) of the authorized members present and voting at said annual meeting; and

(d) The repeal or amendment of By-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

IN WITNESS we have hereunto set our hands at our respective cities of residence on the 7th day of June 2003.

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James Priebe – CBF President

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Claire Jones – CBF Vice-President

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Janice Anderson – CBF Executive Secretary

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