

**BYLAW # 1
CANADA BASKETBALL**

Revised May 25, 2014

**ARTICLE 1
GENERAL**

1.1 Purpose -- This Bylaw relates to the general conduct of the affairs of Canada Basketball, a corporation incorporated under the *Canada Not-for-profit Corporations Act* and referred to as the "Corporation" in this Bylaw.

1.2 Registered Office -- The Registered Office of the Corporation shall be located in the province of Ontario, at such place as the Board may determine. The Corporation may establish other offices at other locations as it deems expedient.

1.3 Fiscal Year -- Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be March 31.

1.4 Definitions – The following terms have these meanings in this Bylaw:

- (a) Act – 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.
- (b) Annual Meeting - the annual meeting of the Corporation held in accordance with the Act.
- (c) Appointed Director - means a Director appointed by the Board in accordance with Section 3.12.
- (d) Articles – the Articles of Continuance of the Corporation, as restated or amended from time to time.
- (e) Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts and records of the Corporation for a report to the Members at the next Annual Meeting.
- (f) Board - the board of directors of the Corporation.
- (g) Class A Director - a Director nominated and elected by Class A Members.
- (h) Class A Member - a person or organization admitted as a Class A Member by the Board in accordance with Section 2.2.
- (i) Class B Director - a Director nominated and elected by Class B Members.
- (j) Class B Member - an organization admitted as a Class B Member by the Board in accordance with Section 2.3.

- (k) Director - a director on the Board, regardless of how nominated, appointed or elected.
- (l) Member - a member of the Corporation, including Class A Members and Class B Members.
- (m) National Participant - an individual registered as a national participant in accordance with Section 2.16.
- (n) National Participant Program - has the meaning ascribed thereto in Section 2.15.
- (o) Officer - an officer of the Corporation.
- (p) Ordinary Resolution – a resolution passed by the majority of votes cast on that resolution.
- (q) Special Meeting – any meeting of the Corporation held in accordance with the Act other than an Annual Meeting.
- (r) Special Resolution – a resolution passed a majority of not less than three quarters of the votes cast by the Members at an Annual or Special Meeting for which notice has been properly given.

1.5 Language – This Bylaw has been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version shall prevail.

ARTICLE 2 MEMBERSHIP

Categories of Membership

2.1 Categories - The Corporation has two categories of membership:

- (a) Class A Members; and
- (b) Class B Members.

Qualifications for Membership

2.2 Class A Members -- The following individuals and organizations are eligible to be Class A Members:

- (a) Directors;
- (b) Any association recognized by any province or territory of Canada as the governing body for the sport of basketball in that province or territory;
- (c) A male athlete representative elected each year by the athlete members of the Men's National Teams;
- (d) A female athlete representative elected each year by the athlete members of the Women's National Teams; and

(e) The Canadian Association of Basketball Officials.

2.3 Class B Members -- The following organizations are eligible to be Class B Members:

(a) Those associations, organizations and corporations that support the purposes and goals of the Corporation and that have been admitted as Members pursuant to Article 2.5, provided that at any given time there will be no more than four such Members.

2.4 Transfer – Membership in the Corporation is not transferable.

Admission of Members

2.5 With the exception of associations meeting the conditions set forth in Section 2.2(b) who shall be Class A Members if they send a notice to the Corporation indicating that they wish to be a Member, no individual, association, organization, corporation or league shall be admitted as a Member unless:

- (a) It has made written application to the Board in the form prescribed by the Board;
- (b) It has been approved as a Member by the Board; and
- (c) It has paid membership dues as determined by the Board.

Voting Rights of Members

2.6 Members shall have the following voting rights at all meetings of Members as stated in the Articles:

- (a) Class 'A' Members who are individuals shall have one vote each;
- (b) Class 'A' Members who are associations or organizations that represent less than 10,000 individuals registered as National Participants shall have two votes each;
- (c) Class 'A' Members who are associations or organizations that represent between 10,000 and 19,999 individuals registered as National Participants shall have three votes each;
- (d) Class 'A' Members who are associations or organizations that represent 20,000 or more individuals registered as National Participants shall have four votes each; and
- (e) Class 'B' Members shall have one vote each except for Class B Directors who already have voting rights as a Class A Member.

The determination of the number of votes for each Class A Member shall be made by April 15 of each year and will apply for any Annual or Special Meeting during that calendar year or until the next determination occurs.

Membership Dues

2.7 Year – Unless otherwise determined by the Board, the membership year of the Corporation shall be April 1 to March 31.

2.8 Dues -- Class A Members who are not individuals shall not be subject to dues but instead shall be subject to National Participant fees as set out in Article 2.17. Dues for Class B Members shall be determined by the Board.

2.9 Deadline -- The Board shall determine the deadline date by which membership dues must be paid.

Withdrawal and Termination of Membership

2.10 Resignation -- Except as provided for in Article 2.11, a Member may resign from the Corporation by giving written notice to the Board.

2.11 May Not Resign – A Member who is subject to a disciplinary action of the Corporation shall remain a Member for this purpose until such time as the disciplinary action has concluded.

2.12 Arrears -- A Member may be suspended from the Corporation for failing to pay membership dues or National Participant Program fees by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional 30 days, the Member may be expelled from the Corporation.

2.13 Discipline -- In addition to suspension or expulsion for failure to pay membership dues or National Participant Program fees, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.14 Cease to Be a Member -- Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of affairs. Any Member who is an individual shall cease to be a Member when their successor is elected in accordance with this Bylaw. Membership in the Corporation shall be terminated if the Corporation is liquidated or dissolved under the Act.

National Participant Program

2.15 Background – The “Active Members”, as they were then named, founded on May 24, 2008, and the Corporation adopted, a National Participant Program for athletes and coaches which went into effect immediately and which was formalized and clarified in subsequent related motions passed at the 2010 and 2011 Annual Meetings.

2.16 National Participants - All ‘Athletes’, ‘Coaches’ and ‘Administrators’ belonging to each provincial and territorial membership program, must be registered as a National Participant, based on the following categories:

- (a) ‘Athletes’ – any individual who is a player/member of any provincial/territorial, club or league team.

- (b) 'Coaches' – any individual who is a head coach or assistant coach to any such teams above.
- (c) 'Administrators and Board Members' – any individual who is a manager, club director, administrative staff and any other staff that support services to any such team and its athletes and coaches.

2.17 Payment Structure – The following designates the various annual fees attached to the categories of National Participants:

- (a) 'Elite and Rep' – defined as all athletes and coaches participating in provincial teams, Centre for Performance, Regional Training Centres; and Rep players and coaches in the club system (that participate in their respective provincial club championships), All-Star teams and travelling teams.
 - 1) Annual Fee - \$5/member
- (b) 'Grassroots and House League' – defined as all athletes and coaches participating in recreational house leagues, and other provincial grassroots programs.
 - 1) Annual Fee - \$2.50/member
 - 2) Option for Class A Member to introduce a \$1.00/member fee

in this category for all new organizations/clubs in their first and second year. This fee will be adjusted to \$2.50/member in no later than year 3.
- (c) 'Other' – defined as all athletes and coaches participating in other “Adult” men’s league, women’s league, senior league and other programming that is captured in provincial membership.
 - 1) Annual Fee - \$5.00/member
 - 2) Option for Class A Member to introduce a \$1.00/member fee

In this category for all new organizations/clubs in their first and second year. This fee will be adjusted to \$5.00/member in no later than year 3.
- (d) 'SNYB' – defined as all athletes and coaches participating in the Steve Nash Youth Basketball program in each province and territory, with the exception of coaches of Basketball BC.
 - 1) Annual Fee - \$5.00/member (this fee is captured through the program cost)
- (e) 'Officials' – defined as all certified CABO officials in each province and territory.
 - 1) Annual Fee - \$5.00/member (this fee is captured through CABO)

2.18 National Participant Fees – National Participant fees must be reported and paid before the end of the Corporation’s fiscal year end of March 31 each year.

ARTICLE 3 GOVERNANCE

Composition of the Board

3.1 Directors -- The Board shall consist of not less than six and no more than eleven (11) directors, comprised of:

- (a) Up to six Class A Directors elected by Class A Members;
- (b) Up to four Class B Directors elected by Class B Members; and
- (c) Up to one Director who may be appointed by the Board annually.

Powers of the Board

3.2 Managing the Affairs of the Corporation -- The Board may make policies and procedures for managing the affairs of the Corporation in accordance with the Act and this Bylaw.

3.3 Discipline -- The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

3.4 Dispute Resolution -- The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.

3.5 Employment of Persons -- The Board may employ such persons as it deems necessary to carry out the work of the Corporation.

3.6 Interpretation of Bylaw -- Except as provided in the Act, the Board shall have the authority to interpret any provision of this Bylaw which is ambiguous or unclear.

Election and Appointment of Directors

3.7 Eligibility -- Any individual who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who is not an employee of the Corporation, may be nominated for election as a Director.

3.8 Nomination -- Any nomination of an individual for election as a Director shall:

- (a) In the case of Class A Directors, be signed by a Class A Member who is not an individual or by any two Class A Directors;
- (b) In the case of Class B Directors, be signed by one Class B Member. Each Class B Member may submit only one nomination;
- (c) Include the written consent of the nominee; and
- (d) Be submitted to the Corporation at least 30 days prior to the Annual Meeting.

Notwithstanding anything else in this Bylaw, Director nominations from Members eligible to elect such a Director may be accepted from the floor at the Annual Meeting prior to elections taking place.

3.9 Circulation of Nominations -- Valid nominations shall be circulated to Members with the notice of the Annual Meeting in accordance with Section 4.4.

3.10 Election -- The election of Directors shall take place at the Annual Meeting by those Members in each Class present and eligible to vote. In the event of a tie between two or more nominees for the final vacant position, subsequent ballots shall be conducted until such time as the tie is broken.

3.11 Director Terms -- Class A Directors shall serve terms of two years and shall hold office until their successors have been duly elected in accordance with this Bylaw, unless they resign, are removed from or vacate their office. The terms of such Directors shall be staggered by electing three Class A Directors at the Annual Meeting in even years, and three Class A Directors at the Annual Meeting in odd years. Class B Directors shall be elected for a term expiring at the close of the next Annual Meeting or fifteen months, whichever is the earliest to occur.

3.12 Appointed Director -- Should the Board choose to appoint a Director, it shall do so following the Annual Meeting. An Appointed Director shall serve a term of one year until the next Annual Meeting unless he/she resigns, is removed from or vacates his or her office, and may be reappointed following the next Annual Meeting.

Resignation and Removal of Directors

3.13 Resignation -- A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation shall become effective the date on which the request is approved by the Board.

3.14 Vacate Office -- The office of any Director shall be vacated automatically:

- (a) If the Director is found by a court to be of unsound mind;
- (b) If the Director becomes bankrupt;
- (c) If the Director, without reasonable excuse, fails to attend three consecutive meetings of the Board;
- (d) If the Director is charged with and/or convicted of any criminal offense related to the position; or
- (e) Upon the Director's death.

3.15 Removal -- Directors may be removed by Ordinary Resolution of the Members of the class that elected the Director at a meeting of Members, provided the Director has been given notice of and the opportunity to be present at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

Filling a Vacancy on the Board

3.16 Vacancy -- Where there is a vacancy on the Board for whatever reason, a quorum of Directors may carry on the business of the Corporation. The Directors elected by the class of Members from which the vacating Director was elected may appoint a qualified individual to fill the vacancy for the unexpired term of its predecessor. Where the position of an Appointed Director becomes vacant for whatever reason, the Board may name a replacement Appointed Director at its discretion.

Meetings of the Board

3.17 Number of Meetings -- The Board shall hold a minimum of three meetings per year.

3.18 Call of Meeting -- The meetings of the Board shall be at the call of the Chair or at the call of the President/CEO if five members of the Board make a written request for such a meeting.

3.19 Notice -- At least five days before each meeting of the Board, the President/CEO shall send to each Director a notice of the meeting together with the agenda of the business to be transacted at the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those Directors who are absent consent to the meeting being held in their absence.

3.20 Quorum -- A quorum shall be five Directors, provided that such quorum shall include at least four Class A Directors.

3.21 Chair -- If the Chair is absent from the meeting, the Vice-Chair shall preside over the meeting. If both the Chair and the Vice-Chair are absent from the meeting, the Board shall elect a Director to preside over the meeting.

3.22 Voting -- Voting at Board meetings shall be as follows:

- (a) Questions shall be decided by majority vote;
- (b) A tie vote fails;
- (c) Voting shall be by show of hands unless a majority of the Directors approve a secret ballot; and
- (d) Except where there exists a conflict of interest, no Director shall abstain from voting.

3.23 Closed Meetings -- Meetings of the Board shall be closed to Members and the public except by invitation of the Chair or the Board. Any Director may request that the President/CEO be excused from any portion of any meeting.

3.24 Telephone Meeting -- If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

Officers

3.25 Officers -- The Officers of the Corporation are the Chair, Vice-Chair, Treasurer and President/CEO.

3.26 Election of Officers -- With the exception of the President/CEO, Officers are elected annually by the Board from among the Class A Directors at the first Directors' meeting after the Annual Meeting.

3.27 President/CEO -- the Board will oversee, evaluate, hire and, if necessary, fire the President/CEO. The Board may appoint a hiring committee of Directors to interview and hire a replacement President/CEO, which hiring will only be effective upon ordinary resolution of the Board.

3.28 Appoint Other Officers -- The Board may from time to time appoint Officers, other than those identified in Article 3.25 who need not be Directors or Members of the Corporation.

3.29 Duties -- The duties of Officers are as follows:

- (a) The Chair shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual Meetings of the Corporation and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;
- (b) The Vice-Chair shall perform the duties and exercise the powers of the Chair in the absence or disability of the Chair, and shall perform such other duties as may from time to time be established by the Board;
- (c) The Treasurer shall cause to be kept proper accounting records as required by the Act; shall cause to be deposited all monies received by the Corporation in the Corporation's bank account; as directed by the Board shall supervise the management and the disbursement of funds of the Corporation; when required shall provide the Board with an account of financial transactions and the financial position of the Corporation; and shall perform such other duties as may from time to time be established by the Board; and
- (d) The President/CEO shall be responsible for liaison between the Board and staff, shall support the Board in carrying out its duties and shall have overall management responsibility for all programs and activities of the Corporation.

3.30 Removal -- An Officer may be removed by resolution of the Board at a meeting of the Board, provided the Officer, has been given notice of and the opportunity to be present at such a meeting.

Executive Committee

3.31 Composition -- The Board shall appoint annually an Executive Committee comprised of the Chair, Vice-Chair and Treasurer.

3.32 Other Members -- The Board may from time to time appoint additional Directors to serve on the Executive Committee.

3.33 President/CEO -- The President/CEO shall be an *ex-officio* and non-voting member of the Executive Committee.

3.34 Authority -- The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall perform other duties as may from time to time be authorized by the Board.

3.35 Meetings -- Meetings of the Executive Committee shall be held at such time and place as determined by the members of the committee, provided that reasonable notice of the meeting shall be given to each member of the committee.

3.36 Quorum -- Two voting members shall be a quorum at a meeting of the Executive Committee.

Ad-hoc Committees

3.37 Appoint Committees -- The Board may appoint annually such committees as it deems necessary for managing the affairs of the Corporation.

3.38 Terms of Reference -- The Board shall establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

3.39 Vacancy -- When a vacancy occurs on any committee, upon a recommendation of the committee chairperson, if any, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

3.40 Supplemental Committee Members -- The Chair and President/CEO shall be non-voting members of all ad-hoc committees of the Corporation.

3.41 Removal -- The Board may remove any member of any committee.

Remuneration

3.42 No Remuneration -- All Directors, Officers and members of committees shall serve their term of office without remuneration except for reimbursement of reasonably incurred expenses in accordance with policies approved by the Board.

ARTICLE 4 MEETINGS OF MEMBERS

Annual Meetings

4.1 Location and Date -- The Corporation shall hold an Annual Meeting at such date, time and place in Canada as determined by the Board. The Annual Meeting shall be held within 15 months of the last Annual Meeting but not later than six months after the end of the Corporation's preceding financial year.

4.2 Agenda -- The agenda for the Annual Meeting shall include:

- (a) Call to order

- (b) Appointment of Scrutineers
- (c) Report of Scrutineers
- (d) Approval of the Agenda
- (e) Adoption of Minutes of the previous Annual Meeting
- (f) Board and Staff Reports
- (g) Report of Auditors
- (h) Appointment of Auditors
- (i) Election of new Directors
- (j) Other business as specified in the meeting notice
- (k) Adjournment

4.3 Business at the Annual Meeting - All business transacted at a Special Meeting of Members and all business transacted at an Annual Meeting, except consideration of the financial statements, Auditor's report, election of directors and appointment of the Auditor, is special business.

4.4 Notice -- Notice of the Annual Meeting shall include the time and place of the meeting, the proposed agenda, details of any Director nominees received by the date of the notice, a statement that the annual financial statements are available upon request, and any other reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

- (a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

4.5 New Business -- Any Member who wishes to have new business placed on the agenda shall give written notice to the Corporation at least 10 days prior to the meeting date.

4.6 Member Proposals – Any Member entitled to vote at the Annual Meeting may submit a proposal to the Corporation for discussion at the Annual Meeting. If made in accordance with the Act, the Corporation will include such proposal, along with a supporting statement from the Member, in the notice of the Annual Meeting.

4.7 Quorum -- Fifteen Class A Members shall be a quorum at an Annual or Special Meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. If no quorum is present at the opening of the meeting, the meeting shall be adjourned in accordance with Section 4.8.

4.8 Adjournment – The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting

which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.9 Closed Meetings – Subject to Section 4.13, Annual Meetings shall be closed to the public except by invitation of the Board.

Special Meetings

4.10 Call of Meeting -- A Special Meeting of the Members may be called at any time at the discretion of the Board or upon the written request of seven Class A Members who are not Directors or Members representing five percent of the total Members' votes or Members' Class votes, if such meeting is called for the benefit of a specific class.

4.11 Reason for Meeting -- If requested by Members, the request must state the reason for a Special Meeting and the items intended to be determined at the Special Meeting.

4.12 Notice – Written notice of a Special Meeting shall be given to all Members at least 21 days prior to the date of the meeting, and such notice shall contain the date, time and place of the meeting as well as the purpose of the meeting.

Participation at Meetings of Members

4.13 Persons entitled to be present at a meeting of Members are those entitled to vote, the Directors, the Auditor, a representative of Wheelchair Basketball Canada, a representative of NBA Canada Inc. and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of the Chair of the meeting or by Ordinary Resolution of the Members at the meeting.

4.14 Scrutineers -- At the beginning of each meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.

4.15 Delegates -- Each Member who is not an individual may appoint one delegate for each vote to which it is entitled, and shall advise the Corporation in writing of its delegate(s) 10 days prior to any meeting. A Member holding more than one vote may have its votes exercised by the same delegate.

4.16 Voting -- Votes shall be cast by Members and by delegates only. Voting rights held by delegates may be transferred among delegates representing the same Member. Proxy voting and absentee voting are not permitted.

4.17 Determination of Votes -- Votes shall be determined by a show of hands or voting credentials unless a ballot is requested by a Member.

4.18 Majority of Votes -- Except as otherwise provided in the Act, the Articles or this Bylaw, and unless the issue needs to be decided by a Special Resolution, an Ordinary Resolution shall decide each issue.

Meeting by Electronic Means

4.19 A meeting of Members may be held by means of teleconference provided that a majority of the Members consent to the meeting by teleconference. A meeting of Members may be held

by other electronic means that permit all participants to communicate adequately with each other during the meeting, provided that:

- (a) the Members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- (b) each Member has equal access to the specific means of communication to be used; and
- (c) each Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Any Member so participating in a meeting by telephone or electronic means is deemed to be present at the meeting.

ARTICLE 5 FINANCE AND MANAGEMENT

5.1 Bank -- The banking business of the Corporation shall be conducted at such financial institution as the Board may designate.

5.2 Auditors -- At each Annual Meeting the Members shall appoint an auditor to audit the books, accounts and records of the Corporation for report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting unless removed by the Members by ordinary resolution.

5.3 Signing Authority -- The Officers of the Corporation and one staff member shall have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions shall require two signatures, one of which shall be the Treasurer except where the Treasurer authorizes another individual having signing authority to sign on his or her behalf.

5.4 Execution of Agreements -- All written agreements entered into in the name of the Corporation shall be signed by two Officers or other persons authorized to do so by the Board.

5.5 Property -- The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.6 Borrowing -- The Corporation may borrow funds upon such terms and conditions as the Board may determine.

5.7 Trust Fund -- The Corporation may enter into an agreement with a financial institution to create a trust fund, the income from which shall be used for the benefit of basketball in Canada. The trust fund shall be managed in accordance with policies and procedures established by the Board.

5.8 Books and Records -- The Board shall ensure that all books and records of the Corporation required to be kept by the Act, this Bylaw or any other statute or law are regularly and properly kept.

ARTICLE 6 INDEMNIFICATION

6.1 Shall Indemnify -- The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

6.2 Shall Not Indemnify -- The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

6.3 Insurance -- The Corporation may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

ARTICLE 7 AMENDMENT OF BYLAWS

7.1 Special Resolution -- This bylaw may only be amended, revised, repealed or added to by a Special Resolution.

7.2 Notice -- The 21 days written notice of the Special Meeting of the Corporation must include details of the proposed resolution to change the bylaw.

ARTICLE 8 CONFLICT OF INTEREST

8.1 In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest. An interest that a Director would derive in the same manner as all other Directors (such as remuneration), shall not be considered as an interest within the meaning of this provision.

ARTICLE 9 NOTICE

9.1 Written Notice -- In this Bylaw, written notice shall mean notice which is hand-delivered or provided by mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

9.2 Days -- In this Bylaw, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays.

9.3 Error in Notice -- The accidental omission to give notice of a meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the meeting.

**ARTICLE 10
SEVERABILITY AND PRECEDENCE**

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in this Bylaw are inconsistent with those contained in the Articles, Letters Patent, the Act, the provisions contained in the Articles, Letters Patent or the Act, as the case may be, shall prevail.

**ARTICLE 11
ADOPTION OF THIS BYLAW**

11.1 In ratifying this Bylaw, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

11.2 Transition – For the purposes of enabling a transition from the existing Board structure to the Board structure described in this Bylaw, the following will occur at the time this Bylaw is approved by Members:

- (a) Regarding the six elected Class A Directors, the three Directors elected or appointed as a result of the 2013 election will remain in office until the 2015 Annual Meeting and the three other Class A Directors will be elected at the 2014 Annual Meeting, and thereafter the Class A Directors will be elected in accordance with this Bylaw.
- (b) The President/CEO will cease to be a Director; and
- (c) The Canada Basketball Foundation Chair will cease to be a Director.

The Board of Directors shall have the authority to resolve any dispute about any matter related to transition.

Chair

Vice-Chair

Date

Date





