SHOOTING FEDERATION OF CANADA
FÉDÉRATION DE TIR DU CANADA

BY-LAWS

2026

Approved by Board June 1st 2026
Approved by Members September 12th 2026

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SECTION 1 – GENERAL

I. Purpose

These By-laws relate to the general conduct of the affairs of the Shooting Federation of Canada/Fédération de Tir du Canada.

II. Definitions

In this By-law, unless the context otherwise requires:

a) "Act" means the Canada Not-for-Profit Corporations Act, 2009, and any act that may be substituted therefor as amended or re-enacted from time to time;
b) "Board" means the Board of Directors of the Corporation;
c) "By-laws" means these By-laws (including the schedules to these By-laws), as amended from time to time;
d) "Chair" means the Chair of the Board;
e) "Corporation" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
f) "Director" means an individual occupying the position of director on the Board of the Corporation by whatever name they are called;
g) "Independent Director" means an individual occupying the role of Director with no fiduciary obligation to any shooting body at the national or provincial level in Canada; who receives no direct or indirect material benefit from any such body; and is free from any conflict of interest of a financial, personal or representational nature (provided that participating in shooting does not alone cause a Director not to qualify as an Independent Director);
h) "Member" means a member of the Corporation;
i) "Members" means the collective membership of the Corporation; and
j) "Officer" means an officer of the Corporation;
k) "Special Resolution" means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

SECTION 2 – MEMBERSHIP

I. There shall be one class of Members in the Corporation.

II. Membership is available to those individuals over eighteen (18) years of age who have been accepted as Members by the Board. A corporation or other entity may not be a Member of the Corporation.

III. Applications for membership shall be filed with the Corporation in the form prescribed by the Board.

IV. The exclusive discretion to accept or reject an application for membership and to issue a membership is vested in the Board.

V. A Member will be in good standing provided they have completed and submitted all required documentation, have complied and continue to comply with these By-laws, has not been suspended or expelled pursuant to the Corporation's relevant and applicable policies, or those of any other organization with jurisdiction over the Member, and has paid all required membership dues. If the Member ceases to be in good standing, they will not be entitled to vote at meetings of the membership.

VI. Membership is non-transferable.

SECTION 3 – FEES

I. The Board shall establish, and may, from time to time, vary, the fee payable in respect of membership.

SECTION 4 – TERMINATION OF MEMBERSHIP

I. All memberships shall terminate automatically at the end of the period for which they are issued.

II. Failure by any Member to renew their membership and to pay any related fees on or before the date their membership expires, or the date otherwise prescribed by the Board shall automatically result in the removal of all the rights and privileges of membership. Upon payment of any fees owing, such Member will have their rights and privileges reinstated from that day forward.

III. Any Member may terminate their membership at any time by giving written notice to that effect to the Corporation. However, a Member may not terminate their membership with the Corporation if they are subject to a disciplinary decision or disciplinary proceedings under the Corporation's relevant and applicable policies, or those of an organization with authority over the Member.

IV. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding termination of Membership.

SECTION 5 – FINANCES

I. Unless the Board otherwise determines, the Corporation's financial year end shall be March 31st.

II. All contracts, documents, or any like instruments, required to be executed by the Corporation shall be signed by two (2) individuals named and appointed by the Board, at least one (1) of whom shall be an Officer, except where this authority has been delegated to the Chief Executive Officer by a resolution of the Board.

III. One or more bank accounts shall be kept for the Corporation in chartered Canadian banks. All cheques, bills of exchange, or other notes shall be signed by individuals in accordance with Board approval.

IV. A detailed record of all monies received, receivable, paid and payable by the Corporation shall be kept on record in appropriate form.

V. Such documents pertaining to the collection, management and disbursement of the Corporation's monies shall be audited once a year by an auditor appointed by the Members and the Corporation's audited financial statements and the auditor's report thereon shall be provided to the Members.

SECTION 6 – BOARD OF DIRECTORS

I. The Articles of the Corporation provide for a minimum of seven (7) and a maximum of twenty-one (21) Directors. The number of Directors of the Corporation and the number of Directors to be elected at the annual meeting may, upon presentation of a duly filed motion, be determined by resolution at a meeting of the Members. Provided that no such resolution may reduce the number of Directors if doing so will shorten the term of a current Director.

II. The Members shall elect Directors at annual meetings of the Members. Directors will serve terms of three (3) years, which may be renewed upon re-election. Terms commence from the meeting at which they are elected or appointed until the annual meeting three (3) years hence or until their successors are elected or appointed.

III. The composition of the Board shall be as follows:

   a) One (1) Director who is a Member identifying as from the pistol discipline as shown on the records of the Corporation.
   b) One (1) Director who is a Member identifying as from the rifle discipline as shown on the records of the Corporation.
   c) One (1) Director who is a Member identifying as from the shotgun discipline as shown on the records of the Corporation.
   d) High Performance Athlete Director; nominated by the Athlete's Council.
   e) PTSO Director; nominated by the PTSO Council.
   f) Any remaining positions in accordance with Section 6(I) shall be Directors-at-large. These individuals are not required to be Members of the Corporation.

IV. At its discretion, the Board may appoint one (1) additional Director at Large to the Board provided that at least three (3) Directors were elected at the most recent Annual Meeting. An appointed additional Director serves for a term that expires at the next Annual Meeting.

V. Serving as a Director shall be subject to the following requirements:
   a) no employee of the Corporation may be a Director;
   b) a minimum of four (4) of the Directors shall be Independent Directors
   c) each Director shall be subject to serving a limit of nine (9) consecutive years.

VI. The Board shall be responsible for overseeing the affairs of the Corporation and for the development of policies for the Corporation. Without limiting the generality of the foregoing, the Board shall:
   a) Approve the Corporation's vision and direction;
   b) Approve a multi-year strategic plan (updated from time to time);
   c) Adopt the Board Mandate, which shall:
      i) Delineate the roles and responsibilities of the Board;
      ii) Include the manner by which the Corporation provides meaningful representation in the Corporation's governance structure for athletes;
      iii) Include the manner by which the Corporation facilitates and encourages athletes' voices being heard;
   d) Oversee the Corporation's operations and evaluate results;
   e) Address risk management including ongoing identification of risks and measuring annually the Corporation's risk management and internal control systems;
   f) Select, hire and, where it determines it is necessary or desirable to do so, terminate, the Chief Executive Officer. In selecting the Chief Executive Officer, the Board shall be satisfied that the candidate has the skills, experiences and qualifications that the Board considers appropriate to best serve the interests of the Corporation. In addition, no Director can be the Chief Executive Officer (or an interim Chief Executive Officer) during their term as a Director or for twelve (12) months thereafter;
   g) Develop a succession plan regarding the position of Chief Executive Officer (which plan the Board shall update from time to time);
   h) Work towards developing diversity on the board and in all federation activities
   i) Approve policies, including those related to discipline and disputes, to guide the Corporation and its management;
   j) Approve the budget, and secure and monitor effective management of the Corporation's financial resources;
   k) Provide continuity to the ongoing governance and management of the Corporation;
   l) Fulfill the legal and ethical responsibilities of a Board;
   m) Discharge any other powers or duties as may be provided for herein.

VII. The Board shall neither liaise with management, other than the Chief Executive Officer or, in the case of the Chair and members of the Finance Committee the staff member primarily responsible for finances, or in accordance with Board-approved policy; nor assume operational responsibilities, without the joint approval of the Board and the Chief Executive Officer.

VIII. Upon election, each Director must abide by, and sign to signify their agreement to abide by the Code of Conduct and all of the other policies of the Corporation as approved by the Board from time to time.

IX. The office of Director shall be vacated immediately:

a) if such Director resigns their office by delivering a written resignation to the Corporation;
b) if such Director becomes incapable;
c) if such Director becomes bankrupt;
d) If at a meeting of the Members such Director is removed by the Members in accordance with the process set out in these By-laws; or
e) If such Director dies.

X. A Director may be removed by a majority of the votes cast at a Members' meeting, provided the Director has been given written notice of, and the opportunity to be heard at, such a meeting. Such a Members' meeting shall consist of the Members in good standing eligible to vote.

XI. A vacancy on the Board shall be filled as follows:

a) A quorum of Directors may fill any vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacancy. After that, the appointee shall be eligible to be elected as a Director.
b) If there is not a quorum of Directors, or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
c) If the vacancy is that of a Director holding a specific position, the relevant Members shall be provided an opportunity to put forth nominations for Board consideration before the Board appoints a Director.

SECTION 7 – INDEMNITIES TO DIRECTORS AND OTHERS

I. The Corporation shall from time to time, and at all times, indemnify each Director or Officer of the Corporation, each former Director or Officer of the Corporation, and each individual who acts or acted at the Corporation's request as a Director or

Officer, or in a similar capacity, of another entity,

a) in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defense of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described above, if the individual was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and fulfils the conditions set out below.
b) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

II. The Corporation may advance money to a Director, Officer or other individual referred to above for the costs, charges and expenses of an action or proceeding, but the individual shall repay the money if the individual does not fulfil the conditions set out below.

III. The Corporation shall not indemnify an individual unless

a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

IV. The Corporation will maintain insurance for the benefit of each Director or Officer, each former Director or Officer, and each individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity against any liability incurred by the individual,

a) in the individual's capacity as a Director or Officer of the Corporation; or
b) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 8 – CONFLICT OF INTEREST

I. Every Director and every Officer who, either directly or through one of their associates, has, or thinks they may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board. (Associates includes the parents, siblings, children, spouse or common law partner of a Director or Officer and any organization, agency, company, or individual, such as a business partner, with a formal relationship to a Director or Officer.)

II. A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director or Officer.

III. Directors and Officers must endeavour to avoid actual, or potential conflicts of interest.

IV. The disclosure shall be in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

  a) is a party to the contract or transaction;
  b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
  c) has a material interest in a party to the contract or transaction.

V. The disclosure shall be made by a Director or Officer

  a) at the meeting at which a proposed contract or transaction is first considered or at the first meeting after they becomes so interested;
  b) if an individual who is interested in a contract or transaction later becomes a Director or Officer, at the first meeting after the individual becomes a Director or Officer.

I. If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of their interest.

VI. A Director required to make a disclosure shall not be present for discussion or voting on any resolution to approve the contract or transaction unless the contract or transaction

  a) relates primarily to the Director's renumeration as a Director, an Officer, an employee, an agent or a mandatary of the Corporation; or
  b) is for indemnity or insurance under Section 7 hereof.

VII. For the purposes of the Act, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

a) the Director or Officer is a Director or an Officer, or acting in a similar capacity, of a party referred to above;
b) the Director or Officer has a material interest in the party; or
c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

VIII. If a Director or Officer, or any associate of any Director or Officer, has a financial interest in any proposed contract or transaction, such contract or transaction shall not be entered into unless a declaration of interest has been made by the Director or Officer and the Director or Officer has otherwise complied with this By-law. If the Director or Officer complies with the foregoing requirements, the Director or Officer is not accountable to the Corporation for any benefit the Director or Officer may realize from the contract or transaction.

IX. A contract or transaction for which disclosure is required under the above is not invalid, and the Director or Officer is not accountable to the Corporation or its Members for any benefit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if

a) disclosure of the interest was made in accordance with the By-laws;
b) the Directors approved the contract or transaction; and
c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

SECTION 9 – OFFICERS

I. The Board shall appoint, from among the Directors, a Chair, Vice Chair, and Financial Officer at its first meeting following the annual meeting of the Corporation each year, for the following year. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

II. The Officers shall serve without remuneration or compensation except that the Board may reimburse an Officer for any out-of-pocket expenses necessarily incurred in their official capacity in the discharge of their duties on behalf of the Corporation.

III The office of an Officer shall immediately become vacated by:

a) death of the Officer;
b) upon resolution of the Board;
c) if the Officer resigns their office by delivering a written resignation to the Board; or
d) the Officer ceasing to be a Director.

Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.

SECTION 10 – DUTIES OF OFFICERS

I. The Chair shall preside at meetings of the Members and the Board and shall represent the Corporation at national or international meetings. The Vice-Chair shall preside at such meetings in the Chair's absence and shall order that Board meetings be held when required hereunder and whenever the Chair may deem necessary. The Chair shall also oversee an annual Board review process. The Chair shall also be responsible for other duties as may be directed from time to time by the Board.

II. The Vice-Chair shall perform the duties of the Chair if absent or at the Chair's request and shall be responsible for other duties as may be directed from time to time by the Board.

III. The Finance Officer shall be a liaison regarding financial information from the Corporation management to the Board and shall be responsible for other duties as may be directed from time to time by the Board.

SECTION 11 – COUNCILS

I. The Board shall ensure council groups are in place for specialized areas of participation and involvement. These shall include High Performance Program, pistol, rifle, shotgun, and the provincial/territorial sport organizations. Each council will have opportunities to engage in the federation, including submitting nominations for Directors.

SECTION 12 - FINANCE COMMITTEE

I. The Board shall appoint a finance committee consisting of at least three (3) individuals, one (1) of whom is to be a Director, as voting members of the committee. A majority of the finance committee shall not be Officers or employees of the Corporation. The voting members of the finance committee shall select the chair of the finance committee. For greater certainty, the chair of the finance committee shall not be the finance officer.

II. The voting members of the finance committee are expected to serve for a minimum term of two (2) years. Directors appointed to the finance committee will continue to serve on the committee while they remain as Directors. Each shall have one (1) vote, and, in the case of a tie, the chair shall not have a second or deciding vote. The Board may establish the finance committee's detailed terms of reference and manner of operating and reporting.

SECTION 13 – GOVERNANCE COMMITTEE

I. The Board shall appoint a governance committee. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

SECTION 14 – OTHER COMMITTEES

I. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

SECTION 15 – MEETINGS OF THE MEMBERS

I. Annual Meeting: An annual meeting shall be held no later than six (6) months following the end of the fiscal year. The time and place of the said meeting, which shall be held in Canada, shall be determined by the Board.

II. Special Meeting: The Board shall call a special meeting of all Members as the Board determines; or pursuant to a written requisition in accordance with the Act by Members representing no less than five (5) percent of the total votes of Members; or if there is a failure to elect the minimum number of Directors.

III. Quorum: A quorum for a Members' meeting shall consist of twenty-five (25) Members.

IV. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

V. Notices: Notice will include the time and place of meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:

a) By email, telephone, electronic or other communication facility to each Member entitled to vote at least twenty-one (21) days but not more than thirty-five (35) days before the day on which the meeting is to be held; and
b) By sharing once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

VI. Error in Giving Notice of Meeting: No error or omission in the giving of notice of any meeting of Members or the Board shall invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be their email address recorded on the records of the Corporation.

VII. Record Date: The record date to be used to establish the list of Members who are entitled to receive notice of a meeting of Members, attend and vote at such a meeting shall be established by the Board with respect to each called meeting of Members as sixty (60) days prior to the date on which such notice is to be sent .

VIII. Voting: Unless otherwise required by the Act or these By-laws, approval of a resolution at a Members' meeting, where quorum has been met, shall require the favourable vote of the majority of votes cast. Each Member is entitled to one vote. The method of voting shall at all times be a show of hands unless a secret ballot is demanded by any Member present. In the event of a tie vote, a motion shall be deemed defeated; the chair of the meeting shall not have a second or deciding vote.

XII. Proxy Vote: Members may vote by proxy. A proxy must be executed by the Member in writing. Proxyholders must be Members in good standing, and each Proxyholder is limited to holding one proxy. Proxies must be deposited in the manner so specified in the notice calling the meeting.

XIII. If there are multiple candidates in a particular election, a preferential voting system, utilizing an online voting system where voters rank their preferences, will be used to determine the winner of the election.

XII. Election of Directors at the Annual Meeting
  a) Written nominations for Board positions shall be solicited from the membership in advance. Nominations from the floor will not be accepted. The Nominating Committee shall publish a board approved report to accompany the Notice of Meeting with a breakdown of candidates.
  b) The Nominating Committee shall consist of an odd number of individuals not less than three (3) and not exceeding seven (7), not more than two (2) of whom shall be a current Director (provided that any such Director must

not be standing, nor intending to stand, for election at the relevant meeting). The Nominating Committee shall include appropriate representation from diverse stakeholders of the Corporation.

c) Each recognized council group will be encouraged to nominate a representative from their council when associated positions are available on the Board.

SECTION 16 – MEETINGS OF THE BOARD

I. A Board meeting shall be called by the Chair, by a Vice- Chair or three Directors. All Directors shall be given notice of such meeting in writing or by electronic or other communication facility, and the agenda as may be available, at least four (4) days in advance of said meeting.

II. Written Resolutions: A resolution in writing signed by every Director entitled to vote on such resolution at a Board meeting is deemed to be as valid as if it had been passed at a Board meeting.

III. Quorum: A quorum for a Board meeting shall consist of a majority of Directors.

IV. Voting: Each Director shall have one (1) vote. Voting shall be by a show of hands, unless any Director requests that a secret ballot be conducted. Only in the event of a secret ballot vote occurring shall the Corporation record the results of the vote, and the Corporation shall destroy the ballots upon approval of the Board. In the event of a tie vote, a motion shall be deemed defeated; the chair of the meeting shall not have a second or deciding vote.

V. Error in Giving Notice of Meeting: No error or omission in the giving of notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat.

SECTION 17 – AMENDMENTS OF BY-LAWS

I. Except for the items set out below, these By-laws may be amended by Board resolution provided that the Board will submit the amendment to the By-laws to the Members at the next meeting of Members, and the Members may, by majority vote, confirm, reject or amend the amendment to the By-laws.

II. Except for the items set out below, an amendment to the By-laws is effective from the date of the Board resolution. If the amendment to the By-laws is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

SECTION 18 – FUNDAMENTAL CHANGES

I. In accordance with the Act, a Special Resolution of the Members is required to make a fundamental change to the Articles or By-laws of the Corporation; as of the date of this By-law, such fundamental changes are to:

a) change the Corporation's name;
b) change the province in which the Corporation's registered office is situated;
c) add, change or remove any restriction on the activities that the Corporation may carry on;
d) create a new class or group of Members;
e) change a condition required for being a Member;
f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
h) add a provision respecting the transfer of a membership;
i) subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the articles;
j) change the statement of the purpose of the Corporation;
k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
m) change the method of voting by Members not in attendance at a meeting of Members; or
n) add, change or remove any other provision that is permitted by the Act to be set out in the articles.

SECTION 19 - ADOPTION OF BY-LAWS

I. In ratifying these By-laws, the Members repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

II. Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purpose of the Corporation as set out in the Articles.

III. These By-laws have been drafted in English, and the official French text is a translation.