

BY-LAW NUMBER 1

A by-law relating generally to the organization and
the transaction of the affairs of the

SPORT DISPUTE RESOLUTION CENTRE OF CANADA/CENTRE DE RÈGLEMENT DES DIFFÉRENDS SPORTIFS DU CANADA

(the "Centre")

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WHEREAS:

- A. The Centre is a not-for-profit corporation established pursuant to the Act (as defined below);
- B. The Centre is not an agency of Her Majesty, a departmental corporation or a Crown Corporation; and
- C. Certain provisions of the CBCA (as defined below) apply to the Centre, its directors, officers and employees as if the Centre were a corporation incorporated under the CBCA and the provisions of the Act were its articles of incorporation.

BE IT ENACTED as a by-law of the Centre as follows:

ARTICLE 1

INTERPRETATION

1.01 **Definitions.** In this by-law and all other by-laws of the Centre, unless the context otherwise requires:

"Act" means the Physical Activity and Sport Act (2003, c.2) and any statute amending or enacted in substitution therefor, from time to time; (*"Loi"*)

"Canadian Sport Dispute Resolution Code" means the code which was adopted by the Centre to govern all arbitration and mediation rules and procedures thereunder; (*"Code canadien de règlement des différends sportifs"*)

"appoint" means "elect" and vice versa; (*"nommer"*)

"Audit Committee" means the committee as more fully described in Section 9.04 hereof; (*"comité de vérification"*)

"Board" means the Centre's Board of directors; (*"Conseil"*)

"by-law" means any by-law of the Centre from time to time in force and effect; (*"règlement administratif"*)

"CBCA" means the Canada Business Corporations Act, R.S.C. 1985, c. C-44, and any statute amending or enacted in substitution therefor, from time to time; (*"LCSA"*)

"Chairperson" means the director designated as such by the Minister as more fully described in Section 4.13 hereof; (*"président du conseil"*)

"director" means a member of the Board; (*"administrateur"*)

"Dispute Resolution Secretariat" means the secretariat as more fully described in Section 10 hereof; (*"secrétariat de règlement des différends"*)

"documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, contracts, releases, receipts and discharges for the payment of money or other obligations and all other paper or instrument writings; (*"documents"*)

"Executive Committee" means the committee as more fully described in Section 7 hereof; (*"comité exécutif"*)

"Executive Director" means the officer of the Centre as more fully described in Section 5.03 hereof; (*"directeur général"*)

"Member" includes an athlete, coach, official, manager, volunteer, director, employee and any persons affiliated with a NSO and any participant in an event or activity sanctioned by the NSO; (*"membre"*)

"Minister" means the member or members of the Queen's Privy Council of Canada designated by the Governor in Council for the purposes of the Act; (*"ministre"*)

"National Sports Organization" or "NSO" means a Registered Canadian amateur athletic association incorporated as a not for profit corporation and includes:

- a) National sports organizations recognized by Sport Canada or the Canadian Olympic Committee (COC);
- b) Multisport organizations, including the COC, Canadian Paralympic Committee, Commonwealth Games Canada, Canadian Interuniversity Sport and Canada Games Council;
- c) Representational sport-related groups including Canadian Association for Advancement of Women in Sport;
- d) Umbrella sport organizations, including Aquatic Federation of Canada, Canadian Ski and Snowboard Association; and
- e) National Sport Centres;

(*"organisme national de sport" or "ONS"*)

"Resource Centre" means the centre as described more fully in Section 10.03; (*"centre de ressource"*)

“**special resolution**” means any resolution passed by the unanimous approval of the Board; (*“résolution spéciale”*)

- 1.02 **Singular/Plural etc.** In this by-law, words importing the singular number include the plural and vice versa; words importing gender include all genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- 1.03 **Headings.** The headings used in this by-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of such terms or provisions.
- 1.04 **Conflict.** The rights, duties and obligations created by this by-law are in addition to and not in substitution of the rights, duties and obligations contained in the Act. The Act shall supersede this By-law should any of the provisions contained herein be in conflict with any of the provisions contained in the Act.

ARTICLE 2

TRANSACTION OF THE AFFAIRS OF THE CENTRE

- 2.01 **Head Office.** The head office of the Centre shall be located at such place in Canada as the Board may from time to time by resolution so fix.
- 2.02 **Seal.** The seal of the Centre shall be in the form impressed on the last page hereon and shall remain in the custody of the Executive Director and shall be kept at the Centre's head office.
- 2.03 **Financial Year.** Until otherwise determined by the Board, the financial year of the Centre shall end on the last day of March in each year.
- 2.04 **Operations/Mandate.** The operations of the Centre shall be carried on throughout Canada. Such operations are to be carried on without the purpose of gain for the Centre or the Board and any profits or other accretions to the Centre shall be used solely in promoting its mandate as specified by the Act, which includes, without limitation, providing its expertise and assistance in the fair, timely, cost efficient and transparent resolution of sport related disputes.
- 2.05 **Execution of Instruments.** Documents requiring the signature of the Centre may be signed on behalf of the Centre by (i) any one of the Chairperson or the Executive Director and any one director; (ii) any two directors of the Board or (iii) by those whom the Board, by resolution, shall determine. Any person authorized to sign a document on behalf of the Centre may affix the seal thereto.

- 2.06 **Banking Arrangements.** The banking business of the Centre shall be transacted with such banks, trust companies, or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may from time to time approve by resolution.
- 2.07 **Cheques, Drafts, Notes, etc.** All cheques, bills of exchange or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Centre shall be signed by such officer or officers of the Centre and in such a manner as shall from time to time be determined by a resolution of the Board.
- 2.08 **Annual Corporate Plan.** The Centre shall prepare a corporate plan for each fiscal year, and deliver a copy of that plan, as approved by the Board, to the Minister at least thirty (30) days before the start of that fiscal year. The corporate plan shall encompass all the business and activities of the Centre and shall specifically include the information required under Section 32(2) of the Act. After the corporate plan is delivered to the Minister, the Centre shall make the plan public in such a manner as shall be determined by a resolution of the Board.
- 2.09 **Annual Report.** The Chairperson shall, within four (4) months after the end of each fiscal year, deliver a report on the operations of the Centre in that fiscal year to the Minister. Such annual report shall specifically include the information required under Section 33(2) of the Act. After its annual report is delivered to the Minister, the Centre shall make the plan public in such a manner as shall be determined by a resolution of the Board.
- 2.10 **Annual Public Meeting.** Within sixty (60) days after the delivery of its annual report to the Minister, the Centre shall convene a public meeting, in a city in Canada and in a manner determined by a resolution of the Board, to consider the report and other matters relating to the Centre's activities during the current fiscal year.

ARTICLE 3

MANAGEMENT AND ORGANIZATION

- 3.01 **General.** The business and affairs of the Centre shall be managed by the Board and the Board shall be competent to exercise all or any of the authorities, powers and discretions and shall do all such acts and things as the Centre is authorized by law to exercise and do.
- 3.02 **Committees.** The Board may from time to time establish executive or other committees consisting of members of the Board and may delegate any or all of its powers, to such committee or committees, and may, from time to time, revoke such delegations. Such committees shall, in the exercise of power so delegated, conform to any regulations that may from time to time be imposed upon same and apart from the foregoing. Any such committee may formulate its own rules of procedure, subject to this by-law or any such regulations or directions as the Board may from time to time make.
- 3.03 **Employees/Agents.** The Board may appoint such officers and agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 3.04 **Arbitrators/Mediators Not Employees.** Under no circumstances shall any arbitrator or mediator utilized by the Centre be considered an employee thereof and any agreement entered into by the Centre with said arbitrators or mediators, whether collectively or individually, shall be deemed to include such requirement.
- 3.05 **Remuneration of Agents and Employees.** A reasonable remuneration of all agents and employees of the Centre shall be prescribed by the terms of the applicable agreements as approved by resolution of the Board.

ARTICLE 4

DIRECTORS

- 4.01 **General.** Every director of the Centre in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Centre and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 4.02 **Number of Directors and Quorum.** The number of directors on the Board shall be not greater than twelve (12) voting directors, in addition to the Executive Director. At every properly constituted meeting of the Board, not less than a majority of the directors in office at that particular time shall constitute a quorum.
- 4.03 **Ex-Officio Director.** In addition to a maximum of twelve (12) voting directors, the Executive Director shall be *ex-officio*, a director of the Centre but shall not be entitled to vote on Board matters.
- 4.04 **Appointment of Directors.** The directors shall be appointed by the Minister to hold office during good behaviour and shall be selected in accordance with guidelines established by the Minister in consultation with the general sport community in Canada. Such guidelines shall provide for a Board composed of men and women who are representative of the sport community and who are committed to the promotion and development of sports. The Board will also be representative of the diversity and bilingual character of Canadian society.
- 4.05 **Term.** Directors shall serve as such for a term of not more than three (3) years, may be appointed to not more than two (2) consecutive terms and may be removed by the Minister for cause. As far as possible, the Board shall endeavour to ensure that in any given year, not more than one half of the number of directors' terms of office shall expire.
- 4.06 **Disqualification of Director.** The office of director shall be automatically vacated upon the occurrence of any of the following events:
- (a) if a director shall resign his or her office by delivering a written resignation to the Executive Director of the Centre;
 - (b) if he or she is found by a court of competent jurisdiction to be a mentally incompetent person or of unsound mind;
 - (c) if he or she becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorized assignment or is declared insolvent; or
 - (d) if he or she dies.

In the event that a vacancy on the Board shall occur for any reason set forth above, the Executive Director shall advise the Minister in writing of such vacancy and the Minister shall replace such vacated director(s) at the Minister's pleasure.

- 4.07 **Board Meetings.** Meetings of the Board may be held at any time and place to be determined by the Chairperson provided that written notice of such meeting shall be given to each director. Each such notice shall be sent (a) at least fourteen (14) days prior to the meeting, if sent by regular mail; (b) at least ninety-six (96) hours prior to the meeting if sent by electronic mail or facsimile; and (c) at least five (5) days prior to the meeting if sent by registered mail or courier. Each notice shall comply with subsection 114(5) of the CBCA. There shall be at least one (1) meeting of the Board per year. No error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at such Board meeting.
- 4.08 **Meetings Not in Person.** Directors may participate in a meeting of the Board by means of a conference call or other communications facilities which permit all persons participating in the meeting to communicate adequately with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 4.09 **Voting.** Unless otherwise specified herein, questions arising at any meeting of the Board shall be decided by a majority vote of the directors present at any such meeting. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairperson or requested by any director. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. Each Board member is authorized to exercise one (1) vote, with the exception of the Executive Director, who shall not be entitled to vote. The Chairperson shall not have a second or casting vote in the event of a tie vote upon any questions raised at any meeting of the Board.
- 4.10 **Board Vote by Written Resolution.** A resolution in writing, signed by all the directors otherwise entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of the Board duly called and constituted.
- 4.11 **Directors' Remuneration.** The directors of the Centre are not entitled to receive compensation for so acting. However, a director may be paid reasonable travel expenses incurred by him or her in the performance of his or her duties on the Board or otherwise incurred in connection with his or her functions under the Act.
- 4.12 **No Appointment as Officer.** Other than the Executive Director, who is ex-officio, a director, no director of the Centre shall be appointed as an officer thereof.

- 4.13 **Director as Chairperson.** The Minister, after consulting with the Board, shall designate one of the directors as Chairperson to hold office during good behaviour for any term of not more than three (3) years. The Chairperson may be designated for not more than two (2) consecutive terms and may be removed by the Minister for cause. The Chairperson may perform any duties or functions that are assigned to the Chairperson by the Board.
- 4.14 **Incapacity of Chairperson.** If the Chairperson is absent or incapacitated or if the office of Chairperson is vacant, the Board may designate a director to exercise the powers and perform the duties and functions of the Chairperson during the absence, incapacity or vacancy, but no person may be so designated for a period exceeding ninety (90) days without the approval of the Minister.
- 4.15 **Retiring Director.** At the expiry of a director's term, a retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is appointed by the Minister.
- 4.16 **Minutes.** Full minutes of all meetings of the Board shall be kept in regular form by a person designated by the Chairperson or other person designated by the Board and such minutes shall be distributed, in both English and French language versions, to all directors as promptly as possible following each meeting.
- 4.17 **Conflict of Interest of Directors.** Each director shall avoid placing himself or herself in a situation of conflict between his or her personal interest and his or her obligations as a director of the Centre. A director shall promptly disclose to the Centre any interest that the director has in any entity that is likely to place the director in a situation of conflict of interest, indicating the nature and extent of his or her interest thereof. Such disclosure of interest shall be recorded in the minutes of the proceedings of the Board.

A director may, even in performing his or her duties, be a party to a material contract or material transaction, whether made or proposed, with the Centre, or be a director, an officer or an individual acting in a similar capacity of a party to the contract or transaction or hold a material interest in a party to such contract or transaction. The director shall then, in accordance with section 120 of the CBCA, disclose in writing to the Centre or request to have it entered in the minutes of meetings of the Board, the nature and extent of the director's interest in such material contract or material transaction, whether made or proposed, even if such contract or transaction, within the scope of the normal business activity of the Centre, does not require the approval of the Board. A director who is so interested in such contract or transaction shall not vote on such resolution to approve the contract or transaction if and when prohibited by section 120 of the CBCA. At the request of the Chairperson or any director, the interested director shall leave the meeting while the Board discusses and votes on the contract or transaction concerned.

The Centre may not contest the validity of a contract or transaction for which disclosure is required hereunder for such sole reason, provided such director has disclosed his or her interest as aforementioned, the Board has approved the contract or transaction, and the contract or transaction was, at that time, reasonable and fair to the Centre.

ARTICLE 5

OFFICERS

- 5.01 **General.** Every officer of the Centre in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Centre and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 5.02 **Offices.** Until and unless otherwise determined by the Board, the sole officer of the Centre shall be the Chief Executive Officer. The office of Chief Executive Officer shall at all times be held by the Executive Director.
- 5.03 **Executive Director.** The Board shall appoint an Executive Director of the Centre. The Executive Director is the chief executive officer of the Centre and has, on behalf of the Board, responsibility for the direction and management of the business and day-to-day operations of the Centre.
- 5.04 **Salaries.** The Board shall have the power to fix the salaries of all officers and shall do so from time to time by resolution.
- 5.05 **Absence/Incapacity of Executive Director.** If the Executive Director is absent or incapacitated or if the office of Executive Director is vacant, the Chairperson may designate any person to exercise the powers and perform the duties and functions of the Executive Director during the absence, incapacity or vacancy, but no person may be so designated for a period exceeding ninety (90) days without the approval of the Board.
- 5.06 **Delegation by Executive Director.** The Executive Director may delegate to any person any power, duty or function conferred on the Executive Director under the Act.
- 5.07 **Other Officers.** The duties of all other officers of the Centre, if any, shall be such determined by the Board and shall be set forth in a subsequent by-law hereto.

ARTICLE 6

PROTECTION OF DIRECTORS AND OFFICERS

- 6.01 **Limitation of Liability.** No director or officer of the Centre shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Centre through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Centre, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Centre shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Centre shall be deposited, or for any loss, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Centre or for any loss, damage or misfortune occasioned by any error of judgment or oversight on his or her part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or trust or in relation thereto unless the same shall happen through his or her own willful neglect or default. The directors for the time being of the Centre shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Centre, except as shall have been submitted to and authorized or approved by the Board.
- 6.02 **Indemnity.** Subject to section 124(3) of the CBCA, every director and officer of the Centre and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Centre from and against:
- (a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
 - (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Centre,
- except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
- 6.03 **Insurance.** The Centre shall purchase and maintain insurance to cover the indemnification set out herewith.

ARTICLE 7

EXECUTIVE COMMITTEE

- 7.01 **General.** The Board, whenever it consists of more than six (6) directors, may from time to time appoint from its numbers an Executive Committee consisting of not less than three (3) directors and composed of the Executive Director and any other Board members as determined by resolution of the Board. The Executive Committee shall exercise such powers as are authorized by the Board. Executive Committee members shall receive no remuneration for serving as such, but are entitled to reimbursement of reasonable expenses incurred in the exercise of their duties on said committee. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he or she shall be a director. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining members of such committee may exercise all its powers so long as quorum remains in office.
- 7.02 **Powers of Executive Committee.** During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (and subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Centre in such manner as the Executive Committee shall deem best for the interest of the Centre in all cases in which specific directions shall not have been given by the Board.
- 7.03 **Meetings Not in Person.** Executive Committee members may participate in a meeting of the Executive Committee by means of a conference call or other communications facilities which permit all persons participating in the meeting to communicate adequately with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 7.04 **Committee Vote by Written Resolution.** A resolution in writing, signed by all the members of the Executive Committee otherwise entitled to vote on that resolution at a meeting of the Executive Committee is as valid as if it had been passed at a meeting thereof duly called and constituted.
- 7.05 **Procedures.** Subject to the by-laws and any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and a summary thereof, in both English and French, shall be submitted to the Board at least annually.
- 7.06 **Quorum.** Unless changed by the Board, such quorum shall be a majority of Executive Committee members, the quorum of directors required in person or by telephone in order to transact business at a meeting of the Executive Committee shall be a majority of Executive Committee members.

- 7.07 **Other Directors Present.** Each director who is not a member of the Executive Committee shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he or she is present. However, no director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and his presence shall not be included for the purpose of calculating a quorum.

ARTICLE 8

AMENDMENTS TO BY-LAWS

- 8.01 **General.** Amendments to the by-laws of the Centre may be made by the Board at any meeting duly called and constituted by a two-thirds (2/3) vote of Board members entitled to vote. Proposed amendments shall be provided in writing to each of directors of the Board at least thirty (30) days prior to the date of the meeting at which such amendments will be proposed.

ARTICLE 9

AUDIT PROVISIONS

- 9.01 **Independent Auditor.** The accounts and financial transactions of the Centre shall be audited annually by an independent auditor appointed by the Board and such auditor shall hold office until the next meeting of the Board unless removed by special resolution of the Board. The independence of such auditor shall be determined by reference to Section 161 of the CBCA.
- 9.02 **Audit Report.** The independent auditor shall furnish to the Board a written report within thirty (30) days of the completion of the audit.
- 9.03 **Remuneration of Independent Auditor.** The remuneration of the independent auditor shall be fixed by the Board.
- 9.04 **Audit Committee.** The Board shall establish an Audit Committee consisting of at least three directors. Such audit committee shall:
- (a) require the Centre to implement and maintain appropriate internal control procedures;
 - (b) review, evaluate and approve those internal control procedures;
 - (c) review the Centre's annual financial statements and report to the Chairperson before those statements are approved by the Board;
 - (d) meet with the Centre's independent auditor to discuss the Centre's annual financial statements and such auditor's report;

- (e) provide the auditor with all information as required or requested pursuant to section 170 of the CBCA;
 - (f) meet with the Centre's independent auditor and the Executive Director and his or her management team to discuss the effectiveness of the internal control procedures.
- 9.05 **Report to Minister.** If the Audit Committee is of the opinion that there is any information that should be brought to the attention of the Minister, it shall make a report of that information to the Minister and furnish the Board with a copy of the report.
- 9.06 **Meetings.** The Audit Committee may call a meeting of the Board to consider any matter of concern to the Audit Committee.
- 9.07 **Technical Assistance.** The Audit Committee may engage, on a temporary basis, the services of persons having technical or specialized knowledge to assist the Audit Committee in carrying out its duties under the Act.
- 9.08 **Application of CBCA Audit Provisions.** Subsections 171(4) to (7) and 171(8)(a) of the CBCA shall apply with respect to the duties and administration of the Audit Committee.

ARTICLE 10

DISPUTE RESOLUTION SECRETARIAT

- 10.01 **Establishment of Secretariat.** The Board shall appoint a Dispute Resolution Secretariat to oversee the general administration of the Centre's dispute resolution system. The Dispute Resolution Secretariat may either be a third party commercial service provider contracted by the Centre or an in-house office as established by the Board in its discretion from time to time.
- 10.02 **Responsibilities of Secretariat.** The Dispute Resolution Secretariat will be responsible for providing general support for, and access to, the Centre's dispute resolution services and is specifically responsible for the following:
- a) administering and implementing the Board's by-laws regarding all arbitration and mediation rules and procedures as set out in the by-laws, as amended from time to time;
 - b) providing the necessary logistical support to ensure that all disputes are settled in a fair, transparent, efficient and timely manner, including without limitation, fielding inquiries related to access to alternative dispute resolution, processing all documentation in preparation of hearings and coordinating the selection of mediators and arbitrators;
 - c) ensuring the confidentiality of all parties to a dispute;

- d) maintaining accurate records of all hearings; and
- e) compiling, organizing and maintaining a repository of all decisions rendered by the arbitrators utilized by the Centre.

10.03 **Resource Centre.** The Executive Director will be responsible for overseeing the operation of, and access to, the Centre's resource and documentation facilities. The Resource Centre shall offer the members of Canada's sporting community access to a wide variety of information and tools, including, alternative dispute resolution policies and best practices in the sports field to assist them in (i) understanding their respective rights and responsibilities, (ii) preventing disputes, and (iii) resolving disputes in an timely, efficient and cost effective manner when those disputes arise. Any information made available by the Resource Centre shall be approved in writing by the Board or the Executive Committee from time to time.

10.04 **Qualifications of Arbitrators and Mediators.** The criteria for qualification as an arbitrator or mediator for the Centre shall be as approved by the Board of Directors from time to time.

ARTICLE 11

ELIGIBILITY FOR SERVICES

11.01 **Access to Centre.** Subject to Section 11.2 below and the applicable provisions of the Canadian Sport Dispute Resolution Code, any National Sport Organization and any Member who is directly affected by a decision of the board, committee or individual of any NSO shall have the right to appeal that decision to the Centre.

11.02 **Internal Means of Appeal Exhausted.** In order for any National Sport Organization or Member to qualify for access to the Centre, (a)(i) all internal means of appeal for the party shall have been exhausted or (ii) the parties must agree in writing not to resort to internal rules of appeal and to proceed directly to the Centre's arbitration or mediation process and (b) the applicant has paid the applicable fee to the Dispute Resolution Secretariat.

11.03 **ADR Agreement Requirement.** In all cases, the parties seeking resolution of a dispute by the Centre shall enter into an arbitration or mediation agreement. In each case, this agreement may take the form of (i) an agreement signed by both parties, (ii) a previous contract between the member and the NSO which includes a clause providing for an appeal to the Centre, or (iii) the applicable NSO's rules and proceedings with respect to appeals provides for an appeal to the Centre. In the case of an arbitration agreement, the parties shall agree that the decision of the arbitrator utilized by the Centre shall be final and binding and without appeal, subject only to the parties' rights to seek judicial review of such decision.

- 11.04 **Special Access.** In addition, the Board may under certain conditions, grant specific access to (i) the Centre, (ii) the Dispute Resolution Secretariat's mediation and arbitration support services, or (iii) the resource centre's services, to a sports organization or any member thereof who is not a National Sport Organization or a member thereof and who makes a formal request for such services.

ARTICLE 12

USE OF OFFICIAL LANGUAGES

- 12.01 **General.** The Centre shall offer its services to and communicate with, the public, in both official languages. As such, any NSO, NSO member or any other group or individual may communicate with the Centre and the Dispute Resolution Secretariat in either English or French and have the right to receive a reply in their chosen language. Furthermore, the Centre shall endeavour to ensure that all mediation or arbitration hearings be conducted in either English or French at the applicant's discretion and any written reports or awards arising out of such hearings shall be delivered in either or both official languages as designated by the parties to the dispute.
- 12.02 **Notices and Board Meetings.** Notices and agendas for Board meetings shall be available in both official languages as requested from time to time by Board members. Board members shall be entitled to participate at Board meetings in either English or French at their discretion. Minutes of the meetings of the Board shall be provided in both official languages.
- 12.03 **By-Laws in Both Languages.** The by-laws of the Centre are enacted in French and English and each version thereof is equally authoritative. Any conflict between the two shall be interpreted in favour of the version which most adequately reflects the general intent of the Centre.
- 12.04 **Letterhead, Signage, etc.** The Centre shall ensure that all letterhead reflect both official languages. This also applies to signage at the premises of Centre and to all advertising of a general nature, including its INTERNET web site.
- 12.05 **Bilingual Receptionist and Staffing.** The permanent staff of the Centre shall include a bilingual telephone receptionist. The Centre shall also make its best effort to have bilingual staff for those who come into direct contact with the public and shall be committed to creating an environment in which people feel free to use the official language of their choice.

- 12.06 **Reports of Committees, etc.** Where important committee reports, and other documents are drafted in one official language only, an attempt shall be made whenever possible to include an executive summary of the contents of the report or other document in the other official language. Notwithstanding the foregoing, any report to be delivered to the Minister, including without limitation, those reports set forth in Section 2.09 and 2.10, shall be delivered in both official languages.
- 12.07 **Official Languages Policy.** The Board shall oversee or, by resolution, designate one of its Committees to oversee the implementation of the Centre's official languages policy.

The undersigned certifies that the foregoing by-law was enacted by the Board on the 1st day of April 2004 and amended by the Board on the 30th day of November 2007.

Executive Director

Corporate Seal