

BOXING MANITOBA INC.

BYLAWS DOCUMENT

Revised September 12, 2023

BYLAWS OF THE
BOXING MANITOBA INC.

1. NAME OF THE CORPORATION

- (1.1) Name: The name of the Corporation is Boxing Manitoba INC which may be referred to as BOXING MANITOBA
- (1.2) Purpose: The Constitution and Bylaws relate to the general conduct of the affairs of BOXING MANITOBA, a corporation incorporated under the Corporations Act of Manitoba.
- (1.3) Definitions: The following terms have these meanings in the Bylaws:

Act: Corporations Act of Manitoba

Auditor: An individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting. The Auditor shall not be an employee of BOXING MANITOBA.

Board/Executive Committee: The Governing Body of BOXING MANITOBA.

Bylaws: The Bylaws of BOXING MANITOBA, as filed with the Registrar and comprising a statement of BOXING MANITOBA's objects.

Days: Shall mean total days, irrespective of weekends or holidays.

Director: An individual elected or appointed to serve on the Board/Executive Committee pursuant to these Bylaws.

Ordinary Resolution: A resolution passed by not less than a majority of the votes cast at a meeting of the Board/Executive Committee, or a meeting of Members, for which proper notice has been given.

Registered Address: The most recent address of record in the Register of Members.

Sanctioned Contest: An amateur boxing competition, activity, or event, organized by the Corporation, or organized by an Active member Club with the prior approval of BOXING MANITOBA.

Special Resolution: A resolution passed by no less than two-thirds of the votes cast at a meeting of the Board/Executive Committee, or a meeting of Members, for which proper notice has been

given.

2. OBJECTS OF THE CORPORATION

(2.1) The objects of BOXING MANITOBA are:

- (i) to organize, promote and develop interest and participation in amateur boxing in Manitoba, and to regulate and govern amateur boxing competitions under its jurisdiction;
- (ii) to seek support from and work cooperatively with other organizations, groups and individuals whose aims or objectives are consistent with those of the BOXING MANITOBA, to promote amateur boxing;
- (iii) to provide opportunities for all amateur boxers and to encourage and promote proficiency and excellence by Canadians [Manitobans] in all aspects of amateur boxing;
- (iv) to uphold and promote the articles and rules of Boxing Canada or such other national sport governing bodies that are affiliated with the International Boxing Association (AIBA), with emphasis on safety, health, and amateur sportsmanship; and
- (v) to seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives.

3. ORGANIZATION OF THE CORPORATION

(3.1) Head Office: The Head Office of BOXING MANITOBA shall have a head office in Winnipeg, Manitoba. Any future office move of BOXING MANITOBA shall be at the discretion of the Board/Executive Committee.

(3.2) No Gain for Members: BOXING MANITOBA is a non-profit volunteer organization, whose objectives shall be pursued without the purpose of gain for its Members.

(3.3) No Remuneration for Directors/Executive Committee Members: The Directors shall serve as such without any remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such; a Director may be paid reasonable expenses incurred by him or her in the performance of his/her duties in accordance the BOXING MANITOBA's policies relating to expenses.

(3.4) Dissolution: Upon the dissolution of BOXING MANITOBA and after the payment of all debts and liabilities, its remaining property [assets] shall be distributed or disposed of to charitable organizations under the auspices of Sport Manitoba.

(3.5) Ruling and Interpretation: [Except as provided for in the Act] the Board/Executive Committee shall have the authority to interpret any provision of these bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of BOXING MANITOBA.

(3.6) Unless otherwise specified in these bylaws, meetings of Members and meetings of the Board/Executive Committee shall be conducted according to Bourinot's Canadian Rules of Order (current edition).

4. MEMBERSHIP

(4.1) Categories of Membership: BOXING MANITOBA has six (6) classes of Membership:

- (i) Active Member
- (ii) Active Member Club
- (iii) Associate Member
- (iv) Life Member
- (v) Recreational Member
- (vi) Director

(4.2) Description of Membership Categories:

(i) Active Member: an individual whose registration has been approved by BOXING MANITOBA and who is actively engaged in amateur boxing as a competitor, coach, or official, and who has paid membership dues;

(ii) Active Member Club: a boxing club that has a minimum of five (5) active members, of which one (1) has received certification as a coach pursuant to the rules of the Boxing Canada, that has bylaws and policies that are consistent with those of BOXING MANITOBA, and that has paid membership dues;

(iii) Associate Member: an individual who is a member of an Active Club who is not a competitor, coach, or official, and who has paid membership dues; or has been appointed by the Board/Executive Committee as an advisor or member of a committee of the Board/Executive Committee;

(iv) Life Member: an individual whom the Executive Committee unanimously has determined has contributed greatly to the development or promotion of amateur boxing in Manitoba and fulfils the membership requirements of BOXING MANITOBA but is not assessed membership dues.

(v) Recreational Member: an individual who is affiliated with a Member Club and who participates in boxing for the purposes of fitness, recreation, and sparring in accordance

with the sparring policy. Provided he/she/they has a signed waiver in a form approved by Boxing Manitoba; and

(vi) Director: an individual who has been elected or appointed to the Executive Committee in accordance with these bylaws and who has paid membership dues.

(4.3) Membership

(4.3.1) Year: Unless otherwise determined by the Board/Executive Committee, the Membership year of the Corporation is the calendar year.

(4.3.2) Dues: Membership dues for all categories of Membership shall be as determined by the Board/Executive Committee.

(4.3.3) Deadline: the Board/Executive Committee shall determine the deadline by which Membership dues must be paid [in full] as well the sanctions for late payment of dues

(4.4) Admission of Members

(4.4.1) Duration: Membership is accorded on an annual basis, and all members shall re-apply for membership each year;

(4.4.2) Admission: no individual or club shall be admitted as a Member unless:

(i) the candidate member has made an application for membership in a manner prescribed by BOXING MANITOBA;

(ii) the candidate member has been approved as a member by the Board/Executive Committee or by any committee or individual delegated this authority by the Board/Executive Committee;

(iii) if, at the time of applying for membership, the candidate is currently a member, the candidate member is a member in good standing;

(iv) if the candidate member was at any time previously a member, the candidate member was a member in good standing at the time of ceasing to be a member; and

(v) the candidate member has paid dues as prescribed by the Board/Executive Committee.

(4.4.3.) Dual Registration: Members wishing to be registered and recorded separately under different registration categories will apply and pay appropriate fees for each category, according to the fee schedule approved by BOXING MANITOBA.

(4.5) Failure to be admitted: Where a candidate is not admitted to Membership, written reasons

shall be provided.

(4.5.1) Appeal: Where a candidate is not admitted to Membership and been duly notified, the applicant may appeal the decision for reconsideration by the Board/Executive Committee at its next meeting, and, in the event that the appeal is denied, may further appeal to the next Annual Meeting of the Corporation where, upon the vote of a majority of the Members, the appeal may be granted and membership to the appellant must be granted forthwith. Notice of appeal to the Board/Executive Committee must be sent by certified mail to the President of BOXING MANITOBA at its Head Office. Notice of Appeal to the Annual Meeting must be given at least thirty days prior to the annual meeting or one half the number of days left, between the time the membership was refused and the Annual Meeting is convened which ever is longer.

(4.6) Termination of Membership

(4.6.1) Resignation: A Member may resign from the corporation by giving written notice to the Executive Director and such resignation shall take effect immediately upon receipt of the letter by BOXING MANITOBA, or one its Directors or the Executive Director.

(4.6.2) Disciplinary Action: Where a Member who is subject to a disciplinary investigation or action by BOXING MANITOBA resigns, that member shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

(4.6.3) Arrears: A Member or Member Club may be suspended from BOXING MANITOBA for failing to pay Membership dues or fees by the prescribed deadline date and, should Membership dues or fees remain unpaid for an additional sixty (60) days from the prescribed deadline date, the Member or Member Club may be expelled from the BOXING MANITOBA.

(4.6.4) Discipline: In addition to suspension or expulsion for failure to pay Membership dues, a Member may have other Membership restrictions or sanctions imposed upon him or her, in accordance with BOXING MANITOBA's and procedures relating to conduct and discipline of Members.

(4.7) Good Standing

(4.7.1) A Member of BOXING MANITOBA shall be in good standing provided that the Member:

- (i) owes no outstanding Membership dues or other debts to BOXING MANITOBA;
- (ii) has not ceased to be a Member;
- (iii) is not currently suspended or expelled from Membership, or had other Membership restrictions or sanctions imposed;

(iv) has complied with the bylaws, policies and procedures of BOXING MANITOBA;
and

(v) or, if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of BOXING MANITOBA.

(4.7.2) Cease to be in Good Standing: Members who cease to be in good standing shall not be entitled to vote at meetings of Members and, where the member is a Director, at meetings of the Executive Committee, until such time as the Board/Executive Committee is satisfied that the Member has met the definition of good standing as set out above.

(4.8) Voting Rights of Members: Any member, holding a valid BOXING MANITOBA membership [not including recreational memberships] and be 18 years of age or older, on January 1st of the year of the AGM or SAGM, shall be entitled to vote at the AGM, SAGM or at Special General Meetings of the Corporation providing they are deemed to be in good standing.

5. FINANCE AND MANAGEMENT

(5.1) Fiscal Year: The fiscal year of BOXING MANITOBA shall be April 1 to March 31, or such other period as the Board/Executive Committee may from time to time determine.

(5.2) Auditor: At each Annual General Meeting the Members shall appoint an Auditor.

(5.3) Signing Authority: The Board/Executive shall designate from among the Directors three or more individuals who shall have signing authority for all financial transactions, contracts, and documents conducted in the name of BOXING MANITOBA, all such transactions, contracts, and documents shall require two signatures, and once signed shall be binding upon BOXING MANITOBA without any further authorization or formality.

(5.4) Borrowing: BOXING MANITOBA upon approval of the Board/Executive Committee may borrow funds upon such terms and conditions as the Board/Executive Committee may determine and, in any event, every such borrowing shall be subject of a motion before the Board/Executive Committee.

(5.5) Books and Records: Board/Executive Committee shall ensure that all books and records of the Corporation [required to be kept by the Act, the Constitution, these bylaws, or any other statute or law] are regularly and properly kept.

(5.6) Financial Institutions: The banking business of BOXING MANITOBA, or any part thereof, shall be transacted with such banks, trust companies, or other financial institutions as the

Board/Executive Committee may designate, appoint, or authorize from time to time and all such banking business, or any part thereof, shall be transacted on BOXING MANITOBA's behalf by such one or more officers and/or other persons as the Board/Executive Committee may designate, direct, or authorize, from time to time.

6. GOVERNANCE

(6.1) Board/Executive Committee: The Board/Executive of the Corporation shall consist of the following:

- (i) President
- (ii) Past President (except there shall be no Past President where the President has served more than one term as provided for in below)
- (iii) Director of Finance
- (iv) Director of Marketing & Publicity
- (v) Chief Official
- (vi) Technical Director
- (vii) Director of Coaching Development
- (viii) Director of Rural Development
- (ix) Male Athlete Representative
- (x) Female Athlete Representative

(6.2) Powers of the Board/Executive Committee

(6.2.1) Powers of BOXING MANITOBA: Except as otherwise provided [in the Act, the Constitution, or these bylaws] the Board/Executive Committee has the powers of the Corporation and may delegate any of its powers, duties, and functions as allowed by the Province of Manitoba.

(6.2.2) Managing the Affairs of the Corporation: The Board/Executive Committee shall make policies and procedures for managing the affairs of the Corporation [in accordance with the Act, the Constitution, and these bylaws].

(6.2.3) Discipline: The Board/Executive Committee shall make policies and procedures relating to the discipline of members and shall have the authority to discipline Members in accordance with such policies and procedures.

(6.2.4) Dispute Resolution: The Board/Executive Committee shall make policies and procedures relating to the management of disputes within BOXING MANITOBA, and all disputes shall be dealt with in accordance with such policies and procedures.

(6.2.4) Employment of Individuals: The Board/Executive Committee may employ or engage under contract such individuals, as it deems necessary to carry out the work of the Corporation.

(6.2.5) The Board/Executive Committee may appoint individuals as Advisors or Committee Members for special committees who are not members of BOXING MANITOBA but who have an area of expertise or association, which is beneficial to BOXING MANITOBA.

(6.3) Election of Directors

(6.3.1) Eligibility: Active or Associate Members in good standing, who are 18 years of age or older on or before the Annual General Meeting, who have the authority to contract, who are resident of Manitoba [who otherwise fulfil all requirements of the Act], and who otherwise fulfil all the requirements for serving as Director, may be nominated for election or appointed as Director.

(6.3.2) Nomination: A nomination for election as Director shall:

(i) be made by the nominator, who shall be any Active Member or Associate member in good standing;

(ii) include the consent of the nominee;

(iii) should the nominee, for whatever reason, be unable to attend the Annual General Meeting, both the nomination and the consent may be signed and submitted in writing to the Board/Executive Committee prior to the Annual General Meeting

(6.3.3) Election and Appointment: The election and appointment of Directors shall take place as follows:

(i) The President, Technical Director and Director of Rural Development, shall be elected by the membership at the Annual General Meeting held in even-numbered years.

(ii) The Chief Official, Director of Finance, Director of Coaching Development and Director of Marketing and Publicity shall be elected by the membership at the Annual

General Meeting held in odd-numbered years;

(iii) The position of Past-President shall be assumed upon the election of the President, and the Past-President shall not serve more than one term.

(iv) Athlete Representatives (male and female) are elected annually at the Annual General Meeting

(v) In the event only one valid nomination is received for any position of Director, the Director shall be elected by acclamation.

(6.3.4) Length of Term: All Directors/Executive Committee Members, shall serve terms of two (2) years, with the exception of Athlete Representatives who shall serve terms of one (1) year, and no Director/Executive Committee Member shall serve more than three (5) consecutive terms in the same Director's portfolio.

(6.3.5) Vacancy: Where the position of a Director becomes vacant for whatever reason, the Board/Executive Committee may appoint a qualified individual to fill the vacancy until such time as a Director is elected or appointed in accordance with these bylaws.

(6.4) Resignation or Removal of Directors

(6.4.1) Resignation: A Director may resign from the Board/Executive Committee at any time by presenting a notice of resignation to the Board/Executive Committee member, and this resignation shall become effective immediately upon receipt of the letter, by BOXING MANITOBA or one its' Directors. Where a Director who is subject to a disciplinary investigation or action of BOXING MANITOBA resigns, that Director shall nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

(6.4.2) Vacate Office: The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board/Executive Committee.

(6.4.3) Removal: A Director may be removed by Special Resolution of the Board/Executive Committee or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

(6.5) Meetings of the Board/Executive Committee

(6.5.1) Number of Meetings: The Board/Executive Committee shall hold at least two (2) meetings per year.

(6.5.2) Call of the Meeting: The meetings of the Board/Executive Committee shall be at the call

of the President or any three (3) Directors.

(6.5.3) Notice: Written notice of Board meetings shall be given to all Directors at least fifteen (15) days prior to the date of the meeting.

(6.5.4) Quorum: At any meeting of the Board/Executive Committee a quorum shall consist of a majority of Directors holding office.

(6.5.5) Ordinary Resolution: Unless otherwise specified, questions shall be decided by ordinary Resolution, and the Chair of the meeting shall not be entitled to vote. In the event of a tie, the Chair shall cast a deciding vote. Voting shall be by a show of hands unless a request is made for a secret ballot.

(6.5.6) Meetings by Telephone: A meeting of the Board/Executive Committee may be held by telephone conference call, or by means of other communications technology. Any director who is unable to attend a meeting may participate in the meeting by telephone or other communications technology. Directors who participate in a meeting by telephone or other communications technology are considered to have attended the meeting.

(6.6.2) The Duties of the Directors are as follows:

(i) **President:** The President shall be responsible for the general supervision of the affairs of the Corporation, shall chair meetings of Members and meetings of the Board/Executive Committee, shall act as general spokesperson for BOXING MANITOBA, shall represent and act as voting delegate for BOXING MANITOBA at meetings of Boxing Canada, and shall perform such other duties as may from time to time be established by the Board/Executive Committee. The President shall have the sole discretion and power to delegate such responsibilities to such other Director as the President shall see fit.

(ii) **Director of Finance:** The Director of Finance shall cause to be kept proper accounting records [as required by the Act], shall cause to be deposited all monies received by the Corporation into the Corporation's bank account, as directed by the Board/Executive Committee shall supervise the management and disbursement of funds by the Corporation, when required shall provide the Board/Executive Committee with an account of financial transactions and the financial position of the Corporation, shall present audited financial statements to Members at the Annual General Meeting, shall advise the Executive Director on financial matters and shall perform such other duties as may from time to time be established by the Board/Executive Committee.

(iii) **Director of Rural Development:** The Director of Rural Development shall promote the aims of BOXING MANITOBA in rural areas of Manitoba, assist individuals seeking to develop and promote amateur boxing programs in rural Manitoba, and assist in the establishment of new clubs and programs in rural Manitoba.

(iv) Technical Director: The Technical Director shall implement programs for the development and upgrading of athletes, shall assist in the selection of coaches and athletes for provincial teams and shall assist in the administration of provincial training camps, shall perform such other duties as may from time to time be established by the Board/Executive Committee.

(v) Director of Coaching Development: The Director of Coaching Development shall implement programs for the development and upgrading of coaches, shall assist in the selection of coaches and athletes for provincial teams, and may assist in the administration of provincial training camps. Shall represent, or designate a qualified member to represent Manitoba at national coaching meetings and clinics, shall investigate discipline problems concerning coaches, shall perform such other duties as may from time to time be established by the Board/Executive Committee.

(vi) Chief Official: The Chief Official shall enforce the technical rules of BOXING MANITOBA and Boxing Canada at all Sanctioned contests, shall implement programs for the development and upgrading of officials, shall appoint Chief Officials for all events, shall have the authority to suspend officials for misconduct pursuant to the policies of BOXING MANITOBA, shall represent, or designate a qualified member to represent Manitoba at national officials meetings, competitions and clinics, and shall perform such other duties as may from time to time be established by the Board/Executive Committee.

(vii) Director of Marketing and Publicity: The Director of Marketing and Publicity shall be responsible for developing strategies to promote amateur boxing in Manitoba, shall endeavour to liaise with local media to promote the sport of amateur boxing in Manitoba.

(viii) Past-President: The Past-President shall perform such duties as may from time to time be established by the Board/Executive Committee and/or as requested by the President.

(ix) Male Athlete Representative: The Male Athlete Representative will bring forth the views of male athletes for consideration in decisions by the Board/Executive Committee of BOXING MANITOBA.

(x) Female Athlete Representative: The Female Athlete Representative will bring forth the views of female athletes for consideration in decisions by the Board/Executive Committee of BOXING MANITOBA.

(6.7) Committees

(6.7.1) Board/Executive Committee: The Executive Committee shall be comprised of the Directors, except that the Executive Director shall be a non-voting member of the Executive Committee. The Board/Executive Committee shall have the authority to oversee the implementation of BOXING MANITOBA policies during intervals between meetings of the Board, and shall perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board/Executive Committee.

(6.7.2) Other: The Board/Executive Committee may appoint or provide for the election of such advisors and committees as it deems necessary for managing the affairs of BOXING MANITOBA and may prescribe the duties of advisors and committees, and may delegate to any advisor or committee any of its powers, duties, and functions [except where prohibited by the Act, the Constitution, or these Bylaws].

(6.7.3) Quorum: A quorum for any committee shall be fifty percent of its voting members.

(6.7.4) Vacancy: When a vacancy occurs on any committee, the Board/Executive Committee may appoint an individual to fill the vacancy for the remainder of the directors term, provided that this individual satisfies any qualifications for the membership of the committee as specified in BOXING MANITOBA's policies and procedures.

(6.7.5) Removal: The Board/Executive Committee may remove any member it has appointed as an advisor or to any committee.

(6.8) Remuneration: All Directors (except the Executive Director) and members of committees shall serve their term of office without remuneration except for the reimbursement of reasonable expenses in accordance with policies approved by the Board.

(6.9) Conflict of Interest: A Director, advisor, or member of a committee who has an interest, or who may reasonably be perceived as having an interest, in any matter, or any proposed contract or transaction with BOXING MANITOBA shall disclose fully and promptly the nature and extent of such an interest to the Board/Executive Committee or committee, shall refrain from voting or speaking in debate on such matter, contract or transaction, shall refrain from influencing the decision on such matter, contract or transaction [and shall otherwise comply with the requirements of the Act regarding conflict of interest].

(6.10) Meetings of Members

(6.10.1) Types of Meetings: Meetings of Members shall include Annual General Meetings, Semi-Annual General Meetings, and Special Meetings.

(6.10.2) Notice: Written notice of meetings shall be given to all Members at least thirty (30) days prior to the date of the meeting. The notice shall include the date, time, location and agenda for the meeting.

(6.10.3) Annual General Meeting: The BOXING MANITOBA shall hold an Annual General Meeting of members at such time and place as may be determined by the Board/Executive Committee and which shall be held no later than six (6) months after the end of the previous fiscal year.

(6.10.4) Semi-Annual General Meeting: The BOXING MANITOBA shall hold a Semi-Annual General Meeting of Members at such time and place as may be determined by the Board/Executive Committee and which shall be held approximately six (6) months before the Annual General Meeting.

(6.10.5) Special General Meeting: A Special General Meeting of the Members may be called at any time by the President, by the Board, or upon the written requisition of fifty (50) percent or more of the voting Members of the Corporation. In extraordinary or dire circumstances, the written notice of meeting shall be provided to all members at least ten (10) days prior to the meeting date.

(6.10.6) Exercise of Vote: There shall be no proxy voting.

(6.10.7) Quorum: A quorum at a meeting shall be those Members present in person who are present and eligible to be cast votes at such a meeting.

(6.10.8) Ordinary Resolution: Unless specified otherwise, questions at meetings shall be decided by majority vote of eligible members as defined in Section 4(5). An abstention from voting shall not be counted as a vote. Voting shall be by a show of hands unless a majority of Members approve a secret ballot.

(6.10.9) Adjournment: A meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business left unfinished at the original meeting. When a meeting is adjourned for fifteen (15) days or more, notice of the adjourned meeting shall be given as if it was a new meeting.

(7.0) SANCTIONED CONTESTS

(7.1) Sanction: An Active member Club that is in good standing may apply for and be granted from the BOXING MANITOBA a Sanction to conduct an amateur boxing contest.

(7.2) Medical Passport: No competitor shall participate in the Sanctioned Contest unless he/she is a Member in good standing of BOXING MANITOBA, is registered as a competitor with BOXING MANITOBA and with Boxing Canada, and is in possession of a valid competitor's passport issued by Boxing Canada.

(7.3) Officials' Passbooks: No official shall participate in a Sanctioned Contest unless he/she is a Member in Good Standing of BOXING MANITOBA, is registered as an official with BOXING MANITOBA and with Boxing Canada and is in possession of a valid Official's passbook.

(7.4) Coach's Cards: No coach may participate in a Sanctioned Contest unless he/she is a Member of the BOXING MANITOBA in Good Standing, is registered as a coach with BOXING MANITOBA and with Boxing Canada, and is in possession of a valid Coach's registration card.

(7.5) Restrictions: Members shall at all times comply with the Articles and Rules of Boxing Canada, Boxing Manitoba policies and the International Amateur Boxing Association (Aiba) as they relate to the definition of "amateur".

(8.0) INDEMNIFICATION

(8.1) Shall Indemnify: BOXING MANITOBA shall indemnify and hold harmless out of the funds of the Corporation each Director and Board/Executive Committee member 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 in good faith the duties of Director, or Executive Committee member.

(8.2) Shall Not Indemnify: The Corporation shall not indemnify a Director or Board/Executive Committee Member or any other individual for acts of fraud, dishonest, or bad faith.

(8.3) Insurance: The Corporation shall purchase and maintain insurance for the benefit of its Directors, and Board/Executive Committee Members, as the Board may determine.

(9.0) NOTICE

(9.1) Written Notice: In these Bylaws written notice shall mean notice that is hand-delivered, faxed, e-mailed, or provided by mail or courier to the Registered Address of the Corporation, Director, Executive Committee Member, Club or Member, as the case may be.

(9.2) Date of Notice: Date of Notice shall be the date on which the receipt of the notice is confirmed verbally where the notice is faxed or e-mailed, or in writing where the notice is couriered, or, in the case notice that is provided by mail, five days after the date the mail is post-marked.

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

(10.0) AMENDMENT

(10.1) Special Resolution: The Bylaws of the Corporation may only be amended, revised, repealed, or added to by a Special Resolution at an Annual General meeting or Special General

meeting of Members, for which proper notice has been given.

(10.2) Notice of Amendment: The thirty (30) days notice of the meeting of members must include details of the proposed resolution to change the Bylaws of the Corporation. Or in extraordinary or dire circumstances at a Special General Meeting, the written notice of meeting and the details of the proposed Bylaw resolution change shall be provided to all members at least ten (10) days prior to the meeting date.

(11.0) ADOPTION OF THE BYLAWS

(11.1) Ratification by Members: The Bylaws were ratified by a Special Resolution of the Members of the Corporation at a Special Meeting of the Members duly called and held on _____.

(11.2) Repeal of Previous Bylaws: In ratifying these Bylaws, the Corporation repeals all prior Bylaws provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

(11.3) Transition: Upon approval of these Bylaws and submission to the Registrar, any policies and rules contained within the previous Bylaws that are not modified or replaced by the Bylaws, and that continue to be consistent with the Articles and rules of the Boxing Canada and shall remain in force and effect until such time as they are modified or replaced by policies and rules approved by the Directors of the Corporation.

(11.4) Enactment of Bylaws: The Bylaws are hereby enacted and shall come into force upon submission to the Registrar.

 President
 Manitoba Amateur Boxing Association

 Date