

CROSS-COUNTRY SKI DE FOND CANADA

BY-LAWS

GENERAL

1. Purpose – These By-laws relate to the general conduct of the affairs of Cross-Country Ski de Fond Canada, a Canadian Corporation.
2. Definitions – The following terms have these meanings in these By-laws:
 - a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
 - b) *Annual Meeting* – the annual meeting of the Members;
 - c) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
 - e) *Board* – the Board of Directors of the Corporation;
 - f) *Corporation* – Cross Country Canada;
 - g) *Days* – days including weekends and holidays;
 - h) *Delegate* – a person designated by a Member to exercise the Member's vote at a meeting of Members;
 - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
 - j) *Division Member* – those provincial and territorial ski associations that have been admitted as Members of the Corporation under these By-laws;
 - k) *Fundamental Changes* – corporate changes that are designated by the Act to be “fundamental changes”;
 - l) *License Member* – those individuals who have been admitted as Members of the Corporation under these By-laws;
 - m) *Member* – those entities meeting the definition of Member who are admitted as Members of the Corporation under these By-laws;
 - n) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
 - o) *Ordinary Resolution* – a resolution passed by a majority of more than one half (1/2) of the votes cast on that resolution;
 - p) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
 - q) *Registrant* – Anyone who is a member in good standing of a cross country ski club which is registered with a Division Member, anyone who is a member in good standing of a Division Member, regardless of whether he or she belongs to a cross country ski club and anyone who has made a substantial financial contribution that the Directors have determined is sufficient to be considered to be a CCC Individual Partner. Registrants are not Members of the Corporation;
 - r) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time;

- s) *Special Resolution* – a resolution passed by a majority of more than two-thirds (2/3) of the votes cast on that resolution; and
 - t) The Division Chairs Council is an organization consisting of the chairperson of each Division. The Chair of the Board and Chief Executive Officer of Cross Country Canada are ex-officio members of the council.
3. Registered Office – The Registered Office of the Corporation will be located at such address as the Board may determine.
4. No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
5. Ruling on By-laws – 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 purposes, mission, vision and values of the Corporation.
6. Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to *Robert's Rules of Order* (current edition).
7. Interpretation – Words importing the singular will include the plural and vice-versa, words importing the masculine will include the feminine and vice-versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program.
8. Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

MEMBERSHIP

Membership Categories

9. Categories – The Corporation has the following two classes of Members:
- a) Division Members
 - b) License Members
10. Division Member – An organization, association or corporation recognized by the Corporation as the sole governing body for cross country skiing in a Province or Territory, which is registered as a Member of the Corporation and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.
11. License Member – An individual who has applied for membership directly with the Corporation, paid the appropriate fee to obtain a race license, and has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations.

Admission of Members

12. Admission of Members – Any candidate will be admitted as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member was at any time previously a Member and the candidate member was a Member in good standing at the time of ceasing to be a Member;
 - c) The candidate member has paid dues or fees as prescribed by the Board;

- d) The candidate member has met the definition of Member set out in Articles 10 and 11, as applicable; and
- e) The candidate member has been approved as a Member by the Board or by any committee or individual delegated this authority by the Board.

13. Change of Terms/Conditions of Membership – Pursuant to those provisions of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendments if those amendments affect membership rights and/or conditions including:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

Transfer of Membership

14. Transfer – Membership in the Corporation is not transferable.

Duration

15. Duration of Membership – Membership within the Corporation is granted upon an annual basis and will terminate on September 30 subject to re-admission in accordance with these By-laws.

Membership Dues

16. Dues – Membership dues for all categories of membership will be determined annually by the Board, upon recommendation from the Chief Executive Officer and ratified at the Annual General Meeting or a Special Meeting called for that purpose.

17. Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty days of the date of invoice, the Member in default will automatically cease to be a Member of the Corporation.

Withdrawal and Termination of Membership

18. Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member, in the case of a Division Member, dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Articles 10 and 11, as applicable, of these By-laws;
- c) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
- d) The Member fails to pay membership dues, fees or other monies owed to the Corporation by the deadline dates prescribed by the Corporation;
- e) The Member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

19. May Not Resign – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

20. Discipline – A Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

Good Standing

21. Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues or debts to the Corporation, if any.

22. Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

MEETINGS OF MEMBERS

23. Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

24. Special Meeting – A Special Meeting of the Members may be called at any time by:

- a) the Chair of the Board;
- b) the Board; or
- c) upon the written request of Members who hold five percent or more of the votes of the Corporation.

The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. The meeting will be held within 60 days of the time that a Special Meeting is called.

24. Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen months of the last Annual Meeting but not later than six months after the end of the Corporation's preceding financial year.

25. Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.

26. Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

27. Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the Auditor, and the Board, by the following means:

- a) By posting on the Corporation's website not less than thirty days prior to the date of the meeting; and,

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

28. Change in Notice Requirements – Pursuant to those provisions of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

29. Persons Entitled to Attend – All categories of Member, Directors, Officers and the Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting.

30. Closed Meetings – Notwithstanding the above, meetings of Members will be closed to the public but any person may be admitted at the invitation of the Chairperson of the meeting or by resolution of the Members.

31. Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

32. Chairperson – The Chair of the Board shall be the Chairperson of Annual or Special Meetings of the members. In the absence of the Chair of the Board, the Voting Members present at any meeting of members shall choose, by majority vote, a replacement Chairperson from amongst the representatives of the Board present.

33. Agenda – The agenda for the Annual Meeting will include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Declaration of any Conflicts of Interest
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board, Committee and Staff Reports
- g) Report of Auditors
- h) Appointment of Auditors
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

34. New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least sixty days prior to the meeting date.

35. Quorum – A minimum of seven Division Members or delegates representing a minimum of 65% of the votes that could be cast at a meeting will constitute a quorum.

Voting at Meetings of Members

36. Voting Privileges of Division Members – Division Members will designate a single Delegate (normally the Chairperson of the Division) to exercise votes, which must be cast as a block, in relation to the number of Registrants in the Division as of December 31st of the previous year, based on the following formula:

- a) 1-999 Registrants = 1 vote
- b) 1000-1999 Registrants = 2 votes
- c) 2000-2999 Registrants = 3 votes
- d) 3000-3999 Registrants = 4 votes
- e) 4000-4999 Registrants = 5 votes
- f) 5000-5999 Registrants = 6 votes
- g) 6000-6999 Registrants = 7 votes
- h) 7000+ Registrants = 8 votes

37. Voting Privileges of License Members – In all matters except elections of the Athlete Director, License Members will designate a single Delegate who will exercise five votes, which must be cast as a block. In electing the Athlete Director, License Members will cast votes individually as described in Article 51 b).

38. Delegates – Members will notify the Secretary in writing of their Delegate for voting purposes at least seven days prior to the meeting of Members, unless it is the Division Chair in which case no notice is required.

39. Proxy Voting – Division Members may vote by proxy if:

- a) The Division Member notified the Corporation in writing at least seven days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy holder is a Delegate from another Division;
- c) The proxy is received by the Corporation prior to the start of the meeting;
- d) The proxy clearly states the date of the specific meeting; and
- e) The proxy clearly states to whom the proxy is given.

40. Maximum Number of Proxies – No Delegate at a meeting of Members may hold more than one proxy.

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

42. Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

43. Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

GOVERNANCE

Composition of the Board

44. Directors – The Board will consist of a minimum of eight and a maximum of ten Directors as follows:

- a) Chair of the Board
- b) Six (6) Directors-at-Large
- c) Athlete Director
- d) A representative of the Division Chairs Council
- e) An appointed Director

Eligibility of Directors

45. Eligibility – Any individual, who is eighteen years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, who fulfills the requirements of the Income Tax Act in relation to serving as a director with a registered charity, and who is not a Chairperson of a Division Member (except for a board member elected under sub-paragraph 44 d)), may be nominated for election or appointment as a Director.

46. Athlete Director – The Athlete Director must be currently active in, or have been an active Canadian cross-country ski racer at the national level at some point during the prior five years.

Election of Directors

47. Nominations Committee – A Nominations Committee will be created that will be responsible for soliciting nominations for the election of the Directors. The Nominations Committee will have the following composition:

- a) Current Chair of the Board
- b) A former Chair of the Board (appointed by the Board)
- c) Current Athlete Director
- d) Appointee of the Women's Committee
- e) Two (2) Registrants, elected by the Members, who will not be from the same Division

48. Competency of Nominees – the Nominations Committee and the Directors, if appointing Directors, shall endeavor to ensure that the following competencies are represented among nominees and existing board members:

- a) Sport expertise;
- b) Financial/accounting expertise;
- c) Legal expertise;
- d) Fundraising expertise;
- e) Dispute resolution expertise; and
- f) Business leadership/management expertise.

49. Nomination – Any nomination of an individual for election as a Director will include the written consent of the nominee by signed or electronic signature, Comply with the procedures and timelines established by the Nominations Committee, or the terms of this By-law, and:

- a) Be submitted to the Secretary of the Corporation at least thirty days prior to the Annual Meeting;
- b) Be nominated by a Division member(s) or members representing in aggregate at least 5% of the votes;
- c) Be nominated in writing by 20 License Members; or,
- d) Be nominated at a meeting called for the election of directors.

50. Circulation of Nominations – Valid nominations will be circulated to Members twenty one days prior to the Annual Meeting and shall include a description of relevant competencies and/or a resume.

51. Staggered Terms – The election of Directors will take place at each Annual Meeting of Members, as follows:

- a) The Chair of the Board will be elected by Division Members and License Members (exercising their block of five votes) in even-numbered years.
- b) The Athlete Director will be elected in odd-numbered years by individual License Members through a process determined by the Board, which may include either:
 - i) an electronic mail ballot system in advance of the Annual Meeting; or
 - ii) through a voting process at an athletes meeting at the National Championships.
- c) Three Directors-at-Large (at least one male and one female) will be elected by Division Members in even-numbered years, and three Directors-at-Large (at least one male and one female) will be elected by Division Members in odd-numbered years.

52. Decision – Elections will be decided by the Members in accordance with the following:

- a) Candidates who are unopposed will be declared elected by acclamation.
- b) If the number of candidates exceeds the number of positions available then the candidate with the lowest number of votes will be removed from the ballot and subsequent votes will be held with the remaining candidates until the number of candidates equals the number of positions available. All candidates who receive zero votes on the first ballot will be removed from all subsequent ballots.
- c) In voting for Directors-at-Large, the names of all candidates will be placed on the ballot. Voters will mark the number of candidates to be elected. In the case of a tie for a Director-at-Large position, those with a clear majority will be declared elected and their names removed from the ballot. Successive ballots will be used until all positions have been filled.
- d) The election for Chair of the Board will occur before the election for Directors-at-Large. An unsuccessful candidate for Chair of the Board may stand for election as a Director-at-Large as though he or she were a valid nominee for that position.

53. Terms – Elected Directors will hold office for a term of two years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. Directors may serve a maximum of three consecutive terms. The Chair of the Board may serve two consecutive two-year terms, in addition to any terms already served as a Director. A Chair of the Board after having completed his or her term may not run for office as a Director until at least four years after ceasing to be Chair of the Board; however, such person may be appointed as a non-voting advisor to the Board at a duly constituted meeting of the Board of Directors to serve at the pleasure of that Board.

54. Appointed Directors – Immediately following the Annual Meeting, the Directors may appoint a Director for a one-year term, to be served until the next Annual Meeting.

Suspension, Resignation and Removal of Directors

55. Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective on the date which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

56. Vacate Office – The office of any Director will be vacated automatically if the Director fails to fulfill the conditions in paragraph 45.

57. Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer.

58. Suspension – A Director may be suspended, pending the outcome of a disciplinary investigation in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

59. Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members.

Meetings

60. Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

61. Notice – Notice of meetings of the Board will be given to all Directors at least seven days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

62. Number of Meetings – The Board will hold at least eight meetings per fiscal year.

63. Quorum – At any meeting of the Board, quorum will consist of a majority of the Directors.

64. Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the Chair of the Board may declare that the resolution has not been decided and set a date for further deliberation, or the Chair of the Board may vote again to break the tie.

65. Absentee Voting – There will be no absentee or proxy voting by Directors.

66. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

67. Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

68. Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
- b) Each Director has reasonable access to the specific means of communications to be used;

- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

69. Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

70. Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:

- a) Approve the vision, mission, values and strategic direction of the Corporation;
- b) Approve policies and procedures applicable to the delivery of programs and services of the Corporation;
- c) Provide continuity for the Corporation by ensuring its financial health;
- d) Engage under employment contract a senior staff person (Chief Executive Officer) to manage and oversee the operations of the Corporation;
- e) Ensure positive relationships with Members and stakeholders;
- f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

71. Limits – The Corporation employs a model of governance that separates governance and management functions. The Board delegates to the Chief Executive Officer the responsibility to manage the day-to-day operations of the Corporation in accordance with Board policies and direction, and subject to any limits established by the Board.

OFFICERS

72. Composition – The Officers will be the Chair of the Board, Secretary and Chief Executive Officer.

73. Duties – The duties of Officers are as follows:

a) The Chair of the Board will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, will be the official spokesperson of the Corporation and may delegate this function as required, and will perform such other duties as may from time to time be established by the Board.

b) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, will cause to be recorded the minutes of all meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board. The Secretary will be appointed by the Board on an annual basis, and need not be a Director of the Corporation.

c) Chief Executive Officer – The Chief Executive Officer is the chief employee of the Corporation and is responsible to the Board for the management and operations of the Corporation. The Chief Executive Officer is responsible for implementing the Strategic Plan and other policies developed by the Board, for developing and implementing operational policies and procedures, and for managing the day-to-day operations of the Corporation through the staff and operational committees.

74. Removal – An Officer (except for the Chief Executive Officer) may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer 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. If the Officer is removed, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.

75. Vacancy – 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 of office.

COMMITTEES

76. Board Committees – The Board may appoint such Board Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of Board Committees or provide for the election of members of Board Committees, may prescribe the duties of Board Committees, and may delegate to any Board Committee any of its powers, duties, and functions except where prohibited by the Act or these By-laws.

77. Quorum – A quorum for any Board Committee will be a majority of its voting members.

78. Terms of Reference – The Board will establish the terms of reference and operating procedures for all Board Committees.

79. Vacancy – When a vacancy occurs on any Board Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term.

80. Chair of the Board Ex-officio – The Chair of the Board will be an *ex-officio* and non-voting member of all Board Committees of the Corporation (with the exception of the Nominations Committee, of which the Chair of the Board is a full voting member).

81. Removal – The Board may remove any member of any Board Committee.

82. Operational Committees – The Chief Executive Officer may appoint, in consultation with the Board of Directors, such Operational Committees deemed necessary for managing the Corporation's operations, and may prescribe the terms of reference and operating procedures for all Operational Committees. Operational Committees will report to the Chief Executive Officer.

CONFLICT OF INTEREST

83. Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on

such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

FINANCE AND MANAGEMENT

84. Fiscal Year – The fiscal year of the Corporation will be April 1st to March 31st, or such other period as the Board may determine.

85. Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

86. Auditor – At each Annual Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee or a Director of the Corporation but will have remuneration fixed by the Directors.

87. Annual Financial Statements – The Corporation will send to the Members a copy of the annual financial statements and other documents as prescribed in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

88. Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be properly kept. At the discretion of the board, Minutes of meetings of the Board and records of the Corporation may not be available to the general membership of the Corporation but will be available to the Board, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

89. Signing Authority – The Chief Executive Officer and any Director will have authority to sign for and on behalf of the Corporation all instruments in writing. The Board may establish different signing authorities for lesser amounts as it deems appropriate. From time to time the Board may, by resolution, appoint a Director or Officer to sign a specific instrument on behalf of the Corporation. Any instruments so signed will be binding upon the Corporation without any further authorization or formality.

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

91. Borrowing – The Corporation may invest and may borrow funds upon such terms and conditions as the Board may determine.

92. Remuneration – All Directors, Officers and members of Committees, except individuals who are already in the employ of the Corporation, will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or Members of Committees may be paid reasonable expenses incurred by them in the performance of their duties.

AMENDMENT OF BY-LAWS

93. Directors Voting – Except for the items constituting Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board.

94. Ratification – The Directors will submit the By-law, amendment or repeal to the Members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

95. Notice in Writing – Notice of proposed amendments to these By-laws, and articles will be provided to Members at least twenty-one days prior to the date of the meeting of the Members at which it is to be considered.

FUNDAMENTAL CHANGES

96. Fundamental Changes – In accordance with the Act, a Special Resolution of all Members is required in order to make the following changes to the By-laws or Articles of the Corporation:

- 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, change or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the number of, or the minimum or maximum number of Directors;
- 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.

97. Special Class Vote – Provisions of the Act may provide that each membership class is entitled to vote separately if a change which is a Fundamental Change relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
 - To reduce or remove a liquidation preference, or
 - To add, remove or change prejudicially voting or transfer rights of the class or group;

- c) Increase the rights of any other class or group of Members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of Members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of Members having rights equal or superior to those of the class or group; or
- f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

NOTICE

98. **Written Notice** – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director, Member, or individual as the case may be.

99. **Date of Notice** – Date of notice is deemed to be:

- a) where notice is provided by courier or personal delivery, the date on which delivery is confirmed;
- b) where notice is provided by mail, five (5) days after the postmarked date;
- c) where notice is provided by telephone, electronic or other communication facility, the date on which the notice is sent;
- c) where notice is provided by posting on the Corporation's website, the day on which the notice is posted.

Provisions of the Act may provide additional notice requirements that apply in some circumstances.

100. **Error in Notice** – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

DISSOLUTION

101. **Dissolution** – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

INDEMNIFICATION

102. **Indemnification** – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, except that the Corporation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.

103. **Insurance** – The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

ADOPTION OF THESE BY-LAWS

104. Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on October 26, 2013.

105. Ratification – These By-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on February 25, 2014

106. Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation 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.