

BY-LAW REVISION 14

Being the General By-law Replacing By-Laws No. 5 & 6
which have been, and are hereby confirmed as being
amended on this day May 8, 2019

of

Cedar Springs Ski Club Inc.

(herein after referred to as the "Corporation")

1. NAME

The name of the organization shall be the Cedar Springs Ski Club Inc., which is a corporation without share capital.

2. HEAD OFFICE

The head office shall be in the City of Burlington in the Province of Ontario or at such place in the said province as the directors may from time to time decide.

3. PURPOSE

- i. To promote, organize, conduct and manage safe, affordable skiing and snowboarding for the club members.
- ii. To promote social and friendly interaction amongst its Members and manage the affairs of the club. Generally to do whatever may seem best calculated to promote the interests of the Club.
- iii. To do all such things as are incidental or conducive to the attainment of the above objectives.

4. DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- i. "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- ii. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- iii. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
- iv. "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- v. "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- vi. "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- vii. "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;
- viii. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- ix. "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

5. INTERPRETATION

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- i. "Director" means an adult Member who has been elected to the position, to serve on the Board.
- ii. "Board" means the Board of Directors
- iii. "Club" means the Cedar Springs Ski Club Inc.
- iv. "Member" except where otherwise stated, means a Member in good standing.
- v. "Officer" means any adult Member or person elected or appointed to a position of responsibility.
- vi. "Adult" means any individual age 18 years or older
- vii. "Youth" means any individual age 6 to age 17
- viii. "Child" means any individual age 5 or younger

6. MEMBERSHIP DUES & CONDITIONS

The Board shall have the authority to fix and to set the fees for membership categories for the current season.

- i. There shall be three categories of membership: Single, Life, and Honourary as set out herein:
 - a) *Single Membership - shall be for any child, youth or adult*
 - b) *Life Membership - shall be any person who has been elected as such by the unanimous vote of the Board. Such appointment shall be granted only for meritorious services rendered to and in the interests of the club. A Life Member shall not be required to pay annual fees and shall be entitled to all of the privileges of a Member.*
 - c) *Honourary Membership - shall be any person who has been elected as such by the unanimous vote of the Board. Such appointment shall be granted only for services rendered to and in the interests of the club by a non-member. An Honourary Member shall not be required to pay annual fees for the year of the membership and shall be entitled to all of the privileges of a Member, except the right to vote.*
- ii. Membership fees are payable prior to utilizing Club privileges.
- iii. Memberships are not transferrable.
- iv. Only an adult Member is entitled to vote at the Annual General Meeting or any other meetings of the Club.
- v. All applications for membership shall be subject to approval by a majority vote of the Board.
- vi. The Board may reject any application for membership or renewal thereof.

7. TERMINATION OF MEMBERSHIP

A membership in the Corporation is terminated when:

- i. The member dies or resigns;
- ii. The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- iii. The member's term of membership expires; or
- iv. The Corporation is liquidated and dissolved under the Act.

8. EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

9. DISCIPLINE OF MEMBERS

The Board may from time to time enact and enforce such rules and regulations as they may deem necessary for the well being of the Club and to the benefit of the Members. The Board shall have the right to expel or to suspend any Member who:

- i. Refuses to comply with the rules and regulations of the Club.
- ii. Whose conduct has been, is, or may be detrimental to the best interest of the Club.
- iii. Whose conduct has or will impact the ability of another member to enjoy the full benefit of membership in the club. Bullying, harassment or acts of aggression towards others will not be tolerated at any event or on any trip (day or extended) that is organized by the club.
- iv. Any member expelled or suspended shall, be given written notice of such suspension or expulsion, where practicable, electronic mail to the last recorded address for such member in the membership record.

10. NOTICE OF MEMBERS' MEETING

The Annual General Meeting of the Club shall be held in the city of Burlington on a date to be determined by the Board, not earlier than April 1st or later than May 15th of each year.

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic mail (email), a minimum of 10 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Special meetings of the Club may be called at any time by the Board, upon proper notice for such meeting.

Members Calling of a Members' Meeting

Unless otherwise required, the Board shall on a request signed by at least fifty members call a meeting of the Club. The request shall indicate the reason for calling the meeting and shall be received by the Recording Secretary.

Upon receipt of such requisition the Board shall call a general meeting not later than twenty-one days from the receipt of such requisition by the Recording Secretary. If the Board does not do so any member who signed the request may require the Recording Secretary to send out notices for a meeting so that Members will receive at least ten days notice.

If, within one hour after the time appointed for a meeting a quorum of Members is not present, the meeting shall be adjourned.

Twenty-five adult Members shall constitute a quorum at any meeting of the Club and no business shall be conducted unless a quorum is present.

Unless otherwise required, All questions or resolutions placed before the meeting shall be carried by a simple majority of the adult Members present. Proxy votes are not permitted.

All questions shall be decided by a show of hands and in the case of a tie the question shall be declared defeated.

The Chairperson of the meeting shall declare whether a motion is approved or defeated. Any adult Member may if he/she disagrees with the Chairman's declaration ask that the vote be taken a second time and that those voting in the affirmative and in the negative be counted and recorded.

11. LOCATION OF MEMBERS' MEETINGS

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

12. PERSONS ENTITLED TO BE AT MEMBERS' MEETINGS

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

13. CHAIR OF MEMBERS' MEETINGS

The President of the club shall chair all general or special meetings of the Club and the Board. In the event of absence of the president, the First Vice-President shall exercise all rights of the President. In the event of absence of the President & First Vice-President, the Second Vice-President shall exercise all rights of the President.

14. QUORUM AT MEMBERS' MEETINGS

Twenty-five adult Members shall constitute a quorum at any meeting of the Club and no business shall be conducted unless a quorum is present.

15. VOTES TO GOVERN AT MEMBERS' MEETINGS

Unless otherwise required, all questions or resolutions placed before the meeting shall be carried by a simple majority of the adult Members present.

- i. Proxy votes are not permitted.
- ii. All questions shall be decided by a show of hands and in the case of a tie the question shall be declared defeated.
- iii. The Chairperson of the meeting shall declare whether a motion is approved or defeated.
- iv. Any adult Member may if he/she disagrees with the Chairman's declaration ask that the vote be taken a second time and that those voting in the affirmative and in the negative be counted and recorded.

16. ORDER OF BUSINESS AT ANNUAL MEMBERS' MEETING

- i. Call to Order - Introduction of Directors
- ii. Approval of the minutes of the previous meeting.
- iii. Report from the Treasurer.
- iv. Report from the Auditor.
- v. Appointment of Auditors.
- vi. Reports by the Directors and Officers
- vii. Unfinished Business.
- viii. Approval of Acts and Resolutions.
- ix. Election of Directors.
- Break -
- x. Introduction of new Directors
- xi. New Business.
- xii. Adjournment.
- xiii. The first meeting of the Board for the election of Officers for the coming season.

17. NOMINATION DIRECTORS AT ANNUAL MEMBERS' MEETING

The business and purposes of the Corporation shall be managed by a Board of Directors who may be known and referred to as directors, trustees, or governors.

- i. Only adult Members in good standing may serve and be appointed or elected to the Board of Directors.
- ii. The Board of Directors shall consist of 9 elected directors, 3 per year rotating through 3 year terms or such other number of directors as may be determined from time to time by special resolution, subject to the minimum number required by any applicable legislation.
- iii. At each Annual General Meeting of the Club, three Members will be elected as Directors to a three year term.
- iv. Term of office: The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.
- v. Each Director may serve a maximum of two consecutive three year terms at which point he/she must resign for a period of not less than one year.
- vi. All nominees running for positions on the Board must be present at the Annual General Meeting in order to be eligible for election.
- vii. Where vacancies occur in the membership of the Board prior to the next Annual General Meeting of the Club, the Board shall appoint a Member to complete the unexpired term of the Director who is unable to complete the term of office. This partial term is not to be included in the calculation of two consecutive, three year term eligibility.
- viii. Election of Officers: At the first meeting of Board following the Annual General Meeting of the Club, the Directors shall elect amongst themselves, a President, First Vice-President, and Second Vice-President.
- ix. At the first meeting of the Board following the Annual General Meeting of the Club, the Directors shall appoint a Recording Secretary/Treasurer or a Recording Secretary and a Treasurer and an Office Manager.

18. CALLING OF MEETINGS OF THE BOARD OF DIRECTORS

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 5 days before the time when the meeting is to be held by one of the following methods:

- i. Delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- ii. Mailed by prepaid ordinary mail to the director's address as set out in (a);
- iii. By telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- iv. By an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

19. VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS

Five Directors shall form a quorum, or such other number as may be determined by special resolution from time to time, for the transaction of any business and unless there is a specific regulation to the contrary, a majority vote of the Directors present at a meeting shall carry any motion.

In the event of a tie vote on any resolution or question, it shall be deemed to be lost.

20. COMMITTEES OF THE BOARD OF DIRECTORS

It shall be the duty of the Board to enforce the regulations contained in the constitution and the by-laws as they may be amended from time to time.

- i. The Board shall have charge of all funds and shall control all expenditures.
- ii. The Board shall be responsible to the Members for their actions and proceedings and shall report the same to the members at the Annual General Meeting.
- iii. The Board of Directors shall establish such committees as are necessary and in the interests in carrying out of the Purposes of the Corporation
- iv. The Board shall have the power to appoint committee chairperson who shall submit reports to the Board, as may be required from time to time
- v. The Board shall have the power to dissolve any committee so established or to remove any committee Member for reasonable cause

21. APPOINTMENT OF OFFICERS

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation.

- i. A director may be appointed to any office of the Corporation.
- ii. An officer may, but need not be, a director unless these by-laws otherwise provide.
- iii. Two or more offices may be held by the same person.

22. DESCRIPTION OF OFFICES

President - It shall be the duty of the President:

- i. Must be a current Director
- ii. To preside at all general or special meetings of the Club and the Board.
- iii. To preserve order, and to see that all Officers, Directors and committees perform their respective duties.
- iv. To be a signing officer

First Vice-President – It shall be the duty of the First Vice President

- i. Must be a current Director
- ii. To assist the President in the performance of his/her duties.
- iii. In the event of absence of the President, to exercise all the rights of the President. (iv)To be a signing officer

Second Vice-President - It shall be the duty of the Second Vice-President:

- i. Must be a current Director
- ii. To assist the President in the performance of his/her duties.
- iii. In the event of absence of the President and the First Vice-President, to exercise all the rights of the President.
- iv. To chair the Constitution and By-law review committee.
- v. To be a signing officer

Recording Secretary - It shall be the duty of the Recording Secretary:

- i. To give notice of all general and special meetings of the Club, the Board and other meetings.

- ii. To conduct all correspondence.
- iii. To have possession of all documents.
- iv. To keep complete and accurate minutes of all general, regular, and special meetings of the Club and the Board
- v. To keep a record of such further and other matters as may be deemed to be in the interest of the Corporation.

Treasurer - It shall be the duty of the Treasurer:

- i. To keep in a suitable book, or record, provided for that purpose, an account of all monies, received, expended and invested..
- ii. To pay properly authorized bills against the Club.
- iii. To report in writing at each meeting of the Board and to the Annual General Meeting, the state of the finances of the Club.
- iv. To submit a reviewed financial statement at the Annual General Meeting of the Club.
- v. To be a signing officer

Signing Officers:

- i. Any two of the following shall sign all cheques issued by the Club: the Treasurer, the President, the First Vice President, or the Second Vice President.

Office Manager - It shall be the duty of the Office Manager

- i. To collect the names of those Members and guests who wish to go on a Day Trip.
- ii. To organize each Day Trip.
- iii. To assist all Directors and Officers of the Club in their duties.
- iv. To be the liaison with the bus company, ski resorts and tour operators.
- v. To track and collect all bus fines
- vi. To co-ordinate all Club business coming through the office.
- vii. To warehouse and co-ordinate the disposition of the lost and found. Any items left after the AGM will be disposed of at the discretion of the Office Manager.

23. VACANCY IN OFFICE

If any Director is absent for three consecutive meetings of the Board without satisfactory and reasonable explanation, he/she may be removed from his/her office by the Board, and in the event of such removal the Director shall receive notification in writing from the Recording Secretary within five days of such removal.

Where vacancies occur in the membership of the Board prior to the next Annual General Meeting of the Club, the Board shall appoint a Member to complete the unexpired term of the Director who is unable to complete the term of office. This partial term is not to be included in the calculation of two consecutive, three year term eligibility.

24. BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution.

The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

All moneys received on behalf of the Club by any Officer, Director, Chairperson, or Member, shall be deposited in the Club bank account(s) within seven days of receipt and all deposit receipts shall be turned over to the Treasurer.

25. ANNUAL FINANCIAL STATEMENTS

The fiscal year of the Club shall be from April 1st to March 31st of the following year.

Auditors shall be appointed at the Annual General Meeting and shall consist of at least two members, who are not Directors or Officers, or be independent professional accountants. The duty of the Auditors will be to audit the accounts of the Club for presentation at the Annual General Meeting.

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

26. LIABILITY LIMITATIONS

The Club or Directors, or Officers shall not, under any circumstances, incur any liability to the Members of the Club, to guests or visitors or any others enjoying the lands and premises owned, leased or used by the club, for personal injuries suffered by such person, or for damage caused to the property of such person, or in any manner whatsoever, and this provision shall be a condition of membership in the Club and shall be a condition of the use of the facilities and privileges of the Club by any guest or person using the same.

27. AMENDMENTS TO BY-LAWS

- i. The By-laws of the Club may be amended or repealed at the Annual General Meeting or at a special meeting of the Club duly called for that purpose.
- ii. Notice of amendments to or repeal of the By-laws shall be delivered to the Recording Secretary at least four weeks prior to the date of the meeting at which meeting the amendments or the repeal are to be dealt with.
- iii. The notice of the annual or general meeting shall specify the amendments which are to be dealt with at said meeting.

28. OPERATION OF BY-LAWS

Upon the coming into force of this By-law which shall be the date of its approval, all former General By-laws of the Corporation are repealed, but nothing herein shall derogate from the validity of anything done under their authority.

29. DISSOLUTION

In the event of the dissolution of the Club and after payment of all debts and liabilities, the remaining property of the Club shall be distributed or disposed of: equally between The Canadian National Ski Patrol, and The Canadian Para-Olympic Ski Association.

ENACTED AND PASSED this 8th day of May, 2019.

Ratified and approved by at least 2/3 of those members of the Club present and voting at the Annual General Meeting this 8th day of May, 2019.