

BY-LAW REVISION 16

Being the General By-law Replacing By-Laws No. 15
which have been, and are hereby confirmed as being
amended on this day May 8, 2024
of
Cedar Springs Ski Club Inc.
(herein after referred to as the "Corporation")

By-Laws

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Section 1 – General

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

1.02 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.

1.03 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.

1.04 Definitions

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

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Adult" means any individual age 18 years or older
3. "Board" means the board of directors of the Corporation.
4. "By-laws" means this By-law (including the schedules to this By-law) and all other By-laws of the Corporation as amended and which are, from time to time, in force.
5. "Club" " means the Cedar Springs Ski Club Inc.
6. "Chair" means the chair of the Board; The Chair shall be the President of the Club.
7. "Child" means any individual age 5 or younger.

8. "Corporation" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
9. "Director" means an individual occupying the position of director on the Board of the Corporation by whatever name he or she is called;
10. "Member" means a member of the Corporation in good standing;
11. "Members" means the collective membership of the Corporation; and
12. "Officer" means an officer of the Corporation.
13. "Meeting of members" includes an annual meeting of members or a special meeting of members.
14. "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
15. "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
16. "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act
17. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time
18. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
19. "Youth" means any individual age 6 to age 17

1.05 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.06 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.07 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.08 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Election and Term

The Directors shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting.

At the first meeting of Board following the Annual General Meeting of the Club, the Directors shall elect amongst themselves, a Chair/President, First Vice-President, Second Vice-President and Secretary. The responsibility for Treasurer, Extended Trips, Day Trips, Office Manager, Membership Manager, Technology, Social Media, Bylaw review and any other such function to operate the club, will be divided between the remaining board members.

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.

The Members shall elect one-third (1/3) of the Directors for a three-year term. Terms commence from the date of the meeting at which they are elected or appointed until the annual meeting three years hence or until their successors are elected or appointed.

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.

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.

2.02 Vacancies

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 Chair within five days of such removal.

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. A quorum of Directors may fill a vacancy among the Directors by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. This partial term is not to be included in the calculation of two consecutive, three-year term eligibility.
2. If enough Directors are not elected at the AGM, the board can appoint 1 member for a 1 year term.
3. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
4. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

2.04 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated;
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time. The Board may remove any committee Member for reasonable cause.

2.05 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.
3. Directors may be provided honorariums for volunteering. The maximum dollar value must be disclosed and approved at the AGM

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting (s. 32(2)).

3.02 Quorum

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.

3.03 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.04 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

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.

4.02 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Directors a Chair/President and may appoint any other person to be, first vice president, second vice-president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.03 Duties of the Chair/President

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors. The president ensures the Board discusses all matters relating to the Board's mandate.

Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work.

A signing officer of the Corporation

And other duties as be required by law or as the Board may determine from time to time.

5.05 Duties of the First Vice President

The First Vice President shall assist the President in the performance of his/her duties and the integrity of the Board's process.

Support the president in maintaining a high standard for Board conduct and governance of the board policies and by-laws.

A signing officer of the Corporation

And other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Second Vice President

The Second Vice President shall assist the President and First Vice President in the performance of his/her duties and the integrity of the Board's process.

Support the president and first vice president in maintaining a high standard for Board conduct and governance of the board policies and by-laws.

A signing officer of the Corporation.

And other duties as may be required by the law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer works collaboratively with the president and directors to support the Board in achieving its fiduciary responsibilities.

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements,. The treasurer is to report in writing to the President and Directors at the regular board meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

A signing officer of the Corporation

The treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the independent review, as the case may be.

5.08 Duties of the Secretary

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board.

Have custody of all minute books, documents, registers and ensure that they are maintained as required by law.
Ensure that all reports are prepared and filed as required by law or requested by the Board.
Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees.
Attend all meetings of the Corporation, the Board and Board committees.
And such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of the Signing Officers

The signing officers conduct the banking business of the Corporation. It 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.

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

And such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested, or could be perceived as interested, in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of one class of members, being individuals interested in furthering the Corporation's purposes and who have been accepted into Membership in the Corporation by resolution of the Board, or who were accepted on or before March 31, 2024 into Life membership in the Corporation.

8.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

8.03 Membership Dues and 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. Only an adult Member is entitled to vote at the Annual General Meeting or any other meetings of the Club.

iv. All applications for membership shall be subject to approval by a majority vote of the Board.

v. The Board may reject any application for membership or renewal thereof.

8.03 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

8.04 Discipline of Members

a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for:

1. violating any provision of the articles or By-laws.

2. Refuses to comply with the rules and regulations of the Club.

3. Whose conduct has been, is, or may be detrimental to the best interest of the Club.

4. 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.

b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held in Burlington, Ontario by way of in person and/or virtual meeting forum on a date determined by the board, not earlier than April 1st or later than May 15th of each year. Any Member, upon request, shall be provided, not less than 10 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles. The business transacted at the annual meeting shall include:

1. Call to Order - Introduction of Directors
 2. Approval of the minutes of the previous meeting.
 3. Report from the Treasurer.
 4. Report from the Auditor.
 5. Appointment of Auditors.
 6. Reports by the Directors and Officers
 7. Unfinished Business.
 8. Question and Answer period
 9. Approval of Acts and Resolutions.
 10. Election of Directors.
- Break
11. Introduction of new Directors
 12. New Business.
 13. Adjournment.
 14. The first meeting of the Board for the election of Officers for the coming season.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 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.

1. Only adult Members in good standing may serve and be appointed or elected to the Board of Directors.
2. At each Annual General Meeting of the Club, three Members will be elected as Directors.
3. All nominees running for positions on the Board must be present at the Annual General Meeting to be eligible for election.

9.03 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than twenty five of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.04 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement (Section 55(1)(a) & (c)). Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken (Section 55(8)(a)).

9.05 Quorum

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.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.06 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each Member shall be entitled to one vote at any meeting;
2. proxy votes are not permitted.
3. votes shall be decided by a show of hands among all Members present in person, or on-line. In the case of a tie the motion shall be declared defeated.
4. an abstention shall not be considered a vote cast;
5. The Chair of the meeting shall declare whether a motion is approved or defeated.
6. Any adult member may ask that the vote be taken a second time and those voting in the affirmative and negative be counted and recorded.

9.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.09 Persons Entitled to be Present

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

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Dissolution

11.01 Dissolution

The Corporation may be resolved in accordance with the Act.

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.

Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

The Members may from time to time amend, or repeal and replace, this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act amend, or repeal and replace, this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of Members.

Approved by the Board of Directors on: April 19, 2024, in accordance with the Corporations Act.

Ordinary Resolution of the Members of Cedar Springs Ski Club May 8, 2024

Re: Approval of By-Laws

WHEREAS all Ontario not-for-profit corporations are required to comply with the Ontario Not-For-Profit Corporations Act, 2020, (the "Act") on or before October 18, 2024;

AND WHEREAS Cedar Springs Ski Club has reviewed and made changes to its By-Laws, as needed, to comply with the Act;

NOW THEREFORE BE IT RESOLVED THAT:

Cedar Springs Ski Club's organizational By-Laws in the form present are hereby approved.

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, 2024.

Approved by the membership on May 8, 2024, in accordance with the Corporations Act.