



**Canadian Ski Council (CSC)
Mission Statement, General By-Laws
and Code of Ethics**

rev. October 2013

CANADIAN SKI COUNCIL / CONSEIL CANADIEN DU SKI

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Background and Mission Statement

History

Skiing and snowboarding in Canada are unique in their organizational structure. Few sports have such a diverse number of organizational bodies to foster and maintain the development of the sport and related industry. Distinctly autonomous groups have been 'formed to administer the various aspects of alpine skiing and cross country skiing, snowboarding, instruction, coaching, ski area operation, disabled skiing, racing, safety, and the equipment wholesale and retail industries'.

While each group answers specific needs, the entire ski industry recognized long ago their common need for the on-going promotion of the sport. It was felt that it would be most effective if one central body was responsible for the implementation of generic promotions on the ski/snowboard industry's behalf, rather than have many different groups duplicating efforts.

With a spirit of cooperation and a shared interest in developing a continuously growing base of skiers/snowboarders, the Canadian Ski Council was formed and duly constituted 1977.

Mission

The purpose of the Canadian Ski Council is to increase participation in recreational snowboarding, alpine and cross-country skiing in Canada. To that end, the Council has identified four main areas of emphasis for its activities:

Marketing and Promotions

- To develop and implement generic promotions to promote skiing and snowboarding.
- To provide programs to promote skiing and snowboarding in Canada.
- To ensure an effective communication and delivery system for Council programs and activities.
- Monitor success of skier and snowboarder development programs through the evaluation of programs.

Communication and Cooperation

- To facilitate communication and cooperation among Voting Members and Associate Members.
- To respond to member needs for educational programs and activities.
- To enhance the commitment of member associations to the Council's goals and objectives.

Research and Development

- To coordinate and disseminate research among member associations.
- To conduct national ski and snowboard industry research.

Advocacy

- To undertake lobbying activities that are beneficial to skiing and snowboarding in Canada as identified by Voting Members and Associate Members.
- To provide ski and snowboard industry information to the media, ski/snowboard and non-ski/snowboard related businesses and the general public.

CANADIAN SKI COUNCIL / CONSEIL CANADIEN DU SKI

We are an Association of Associations and as such, our members are primarily Associations involved in the ski and snowboard business.

The Canadian Ski Council By-laws relate generally to the conduct of the affairs of the Corporation.

INTERPRETATION

1.01 - Interpretation

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

- (a) **By-law** means any by-law of the Corporation from time to time in force and effect;
- (b) All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there shall have the meanings given to such terms in the Act or such Regulations;
- (c) **CSC** means the Canadian Ski Council/Conseil canadien du ski;
- (d) "**Directors**" means the directors of the Corporation and "director" means any one of such directors;
- (e) "**Corporation**" means the Canadian Ski Council/Conseil canadien du ski;
- (f) **Voting Members** means Class A and Class B members;
- (g) Words importing the singular number one shall include the plural and vice versa as well as words importing a specific gender shall include the other genders and the words "person" shall include bodies corporate, corporation, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and,
- (h) The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

REGISTERED OFFICE

2.01 - Registered Office

The head office of the Corporation shall be in the Town of Collingwood, Regional Municipality of Simcoe in the Province of Ontario or such other place within Canada as may from time to time be determined at the discretion of the Board of Directors.

SEAL

3.01 - Seal

The seal is an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

MEMBERSHIP

4.01 - Membership

Membership in the Corporation shall be divided into three categories, namely Class A Members, Class B Members, and Associate Members.

4.02 Class A Members

This classification consists of those member organizations of the CSC or whose membership provides the majority of the revenue toward the total revenue of the CSC.

The following organizations are hereby recognized as Class A Members of the Corporation:

- Association des stations de ski du Québec (ASSQ)
- Canada West Ski Areas Association (CWSAA)
- Ontario Snow Resorts Association (OSRA)

4.03 - Class B Members

A Class B Member shall be defined as any registered not for profit or charitable organization whose mandate is focused within the ski/snowboard industry.

The following organizations are hereby recognized as Class B Members of the Corporation:

- Atlantic Ski Area Association (ASAA)
- Canadian Association for Disabled Skiing (CADS)
- Canadian Association of Nordic Ski Instructors (CANSI)
- Canadian Association of Snowboard Instructors (CASI)
- Canadian Snowsports Association (CSA)
- Canadian Ski Instructors' Alliance (CSIA)
- Canadian Ski Patrol (CSP)

4.04 - Associate Member

Any organization or corporation that is involved directly or indirectly in the business of skiing/snowboarding shall be eligible to apply as an Associate Member of the Corporation. Associate Members must be approved and pay a fee as set by the Board of Directors.

4.05 - Voting Privileges

Only Delegates representing Class A Members and Class B Members shall be entitled to vote at the

Annual General Meeting or Special Meeting of the Corporation.

4.06 - Application for Class B and Associate Membership

A Class B Membership Committee or Associate Membership Committee shall be formed by the Board of Directors, which shall establish the criteria necessary for any association, organization, person, firm, or corporation or otherwise to qualify as a Class B Member or Associate Member of the Corporation. Application for Class B Membership or an Associate Member (subject to the provisions hereinafter set forth) shall be made to the Secretary/Treasurer of the Corporation who shall forward it to the Board of Directors for consideration and recommendation. Each such application shall be accompanied by such documents and statements as may be required by the Board of Directors or the Membership Committee. If the Board of Directors shall approve such application then the same shall be referred to the Voting Members for consideration at the next Annual General Meeting or special meeting of the Corporation. Anyone interested in Associate Membership with the Council may apply for Associate Membership as approved by the Board of Directors. Associate Membership can be revoked by the Board of Directors as it sees necessary.

Member

Any organization meeting the criteria established by the Class B Membership Committee shall be entitled to apply for Class B Membership to the Corporation, subject to approval by a vote to that effect of not less than 2/3 of the Voting Members present at any annual or special meeting of the Corporation.

4.07 - Class B Membership Fees/Dues

Member

The Board of Directors shall be entitled to establish an annual fee for Class B Members subject to confirmation therefore by a 2/3 vote of the Voting Members to that effect at an annual or special meeting of the Corporation. The Board of Directors may, in their discretion, waive the requirement for a Class B Member to pay fees in any given fiscal year.

Associate Member

The Board of Directors shall be entitled to establish an annual fee for each category of Associate Member for each fiscal period as they may from time to time determine.

4.08 - Voting and Delegate Appointment

Only Class A Members and Class B Members shall have the right to vote at the Annual General Meetings or Special Meeting of the Corporation and shall be entitled to one (1) vote per permitted delegate. The Class A and B Members shall have the right to representation by two (2) voting delegates at all meetings of the Corporation. Confirmation of delegate appointment shall be by resolution of the Member appointing the same and a notification of delegate appointment shall be filed with the Secretary/Treasurer of the Corporation prior to the commencement of any meeting of the Corporation.

4.09 - Withdrawal

Any Member shall be entitled to withdraw from the Corporation by delivery to the Board of Directors of a written notice to that effect. Upon withdrawal, there shall be no refund of any dues paid. Class A members must provide a minimum of twelve (12) months written notice prior to withdrawal.

4.10 - Removal

A Voting Member may be removed from the Corporation by a vote to that effect of 2/3 of the Voting Members present at an annual or special meeting of the Corporation and, in such event; the delegate or delegates of such former Voting Members shall no longer be recognized by the Corporation.

Any Organization will be removed and no longer recognized as a voting member should there be no activity with said Organization for two (2) years or if the Board deems the Organization is no longer active. Activity includes, but is not limited to attendance at meetings of the CSC, assignment of delegates and responding to correspondence or requests from the Council. The forgoing action requires a vote by the Board of Directors.

Any Associate Member may be removed as an Associate Member of the Corporation by a vote made by the Board of Directors.

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the Chairperson, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chairperson, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chairperson, the Chairperson, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4.11 - Termination

Class A Member

The interest of Class A Membership is not transferable and ceases to exist automatically on the dissolution of such Class A Members or should their contribution no longer be considered a majority of revenue as outlined in section 4.02 above.

Class B Member

The interest of Class B Members is not transferable and ceases to exist automatically on the dissolution of such Class B Member. The failure by a Class B Member to pay its annual fee for a period in excess of twelve (12) months and in respect of which no waiver shall have been granted by the Board of Directors of the Corporation, may result in the suspension of such Class B Member's voting privileges.

Associate Member

The interest of any Associate Member is not transferable and ceases to exist on the dissolution of such Associate Member or its failure to pay any applicable dues or fees in any fiscal period after a three (3) month grace period for payment of these dues or fees.

DIRECTORS

5.01 - Duties and Number

The affairs of the Corporation shall be managed by the Board of Directors who may be known and referred to as directors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The Board of Directors shall consist of eleven (11) directors; six (6) from the Class A Members, with no more than two (2) from one organization and five (5) from the Class B Members, as outlined in section 4.03; with no more than one (1) from one organization until changed by By-Law or special resolution, as the case may be, to be elected at an annual or special meeting of the Corporation for a two (2) year term; with six (6) elected in even years; with three (3) from Class A and three (3) from Class B and five (5) elected in odd years and three (3) from Class A and two (2) from Class B.

The directors may appoint one (1) or more directors, who shall hold office for a term expiring not later than the close of the next annual general meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual general meeting of members. Thus, the maximum number of directors that may be appointed is two (2) in even years and one (1) in odd years.

Should a full slate of directors not be elected, the directors can or may appoint one (1) or more directors as stipulated above.

The immediate past Chairperson and the President, as officers of the Corporation, are invited to sit and participate at meetings of the Board. However, as non-elected members; they will not have a vote.

5.02 - Representation

It is acknowledged that it is in the best interests of the Corporation that the Board of Directors shall at all times be representative of the ski/snowboard industry and, in this regard, the Board of Directors is hereby empowered to establish guidelines for the Nominating Committee with respect to the composition of the Board.

5.03 - Qualifications

Every director shall be eighteen (18) or more years of age and a resident of Canada. All directors

must:

- Be nominated by a motion of the Board of Directors of their member Organization and their nomination forwarded in writing by a voting director of their Board to the CSC.
- Report to the Board of Directors of their member Organization on the activities of the CSC.
- Be either a non-salaried member or the salaried President/Executive Director or equivalent of the Organization.

No Class B Member organization shall be entitled to be represented on the Board of directors by more than one (1) director in any year and no Class A Member shall be entitled to be represented on the Board of Directors by more than two (2) directors in any year.

The CSC desires to have a balance between volunteer and salaried representatives on the Board of Directors. In that vein, there shall be no more than three (3) salaried employees from Class A and no more than two (2) from Class B.

5.04 - Term of office

A director's term of office shall be for a period of two (2) years from the date of the meeting at which they are elected. Directors shall be eligible for re-election to the Board for three (3) additional terms, for a maximum of eight (8) years as a director unless this provision is waived by a vote of the Board.

5.05 - Vacancies

So long as there is a quorum of directors in office, any vacancy occurring in the Board of Directors may be filled for the balance of the term remaining by an appointee of the directors who are currently in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual or special meeting of the Corporation at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Corporation to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any Voting Member . If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. When replacing Class A members, the Board may discuss an appropriate replacement with the member organization.

5.06 - Vacation of office

The office of a director shall be vacated:

- a. If he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- b. If he is convicted of any criminal offence;
- c. If by notice in writing to the Corporation he resigns his office;

- d. If he dies;
- e. His incapacity to act; or
- f. His failure to attend two (2) consecutive board meetings unless pardoned by the Board.

5.07 - Removal

The Voting Members may at any annual or special meeting of the Corporation cause to be removed any director elected by the Voting Members by a majority of votes cast at such meeting to that effect and may cause to be elected in place and stead, of such removed director a replacement director to hold such office for the remainder of the term of the director so removed.

5.08 - Powers of Directors

The directors of the Corporation shall manage the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other things as the Corporation is by its by-laws or otherwise authorized, to exercise and do. The directors shall be entitled to pass resolutions regarding annual Class B and Associate Membership fees, the creation of committees, the hiring of staff and have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

Votes taken by the directors on issues before the board will only be deemed as passed if the number in favour outnumbers those opposed by two (2) votes.

5.09 - Executive Committee

Subject to the Canada Not-for-profit Corporations Act, the directors may elect from among their number, an Executive Committee consisting of no more than four (4) directors; three (3) of which shall be the Chairperson, Vice Chairperson and Secretary/Treasurer and, subject to the by-laws and resolutions of the Board of Directors, may delegate to such Executive Committee any of the powers of the Board of Directors. The President shall sit as an ex-officio, non-voting member of the Executive Committee. Decisions of the Executive Committee shall be by majority vote. Subject to the restrictions imposed by the Board, the Executive Committee, between the meetings of the Board, shall have, and may exercise all the powers of the Board in the government of the affairs of the Corporation except those which by law, must be exercised exclusively by the Board. The Executive Committee shall report all its decisions to the Board at its next meeting; the latter may amend or rescind them, without prejudice to vested rights.

5.10 Travel for Board Meetings

Travel to and from Board meetings must be booked well in advance to ensure the most economical means possible are utilized. If a Director does not book well in advance of the meeting as determined by the Board, the difference in cost between the fare booked and the most economical fare will be

billed directly to the Director and/or his Organization.

5.11 - Code of Ethics

Preamble

This Code of Ethics must be seen in the context of the CSC's primary objective – to increase participation in recreational snowboarding, alpine and cross-country skiing in Canada.

1. FUNDAMENTALS

- 1.1 A Board Member or Staff Person must conduct themselves with integrity. This implies a high standard of honesty, fairness, and reliability.
- 1.2 A Board Member or Staff Person must comply with all applicable laws and regulations, as well as by-laws of the CSC, respecting not just the letter but also the spirit of such laws and by-laws.
- 1.3 A Board Member or Staff Person must actively support, practice, and promote this Code of Ethics.

2. RELATIONSHIPS WITH EACH OTHER

- 2.1 Board, Voting Members, Associate Members and Staff must maintain the highest degree of integrity in relationships
 - a. Treating each other fairly and honourably;
 - b. Being honest and sincere; and
 - c. Being self-reflective of actions and behaviour.
- 2.2 Board, Voting Members, Associate Members, and Staff must endeavour to treat each other in a respectful and dignified manner:
 - a. Being mutually supportive;
 - b. Being open to a diversity of views and opinions; and
 - c. Maintaining confidentiality where appropriate.
- 2.3 Board, Voting Members, Associate Members and Staff, as representatives of the CSC, have a responsibility to:
 - a. Engage in activities that benefit and project a favourable image of the CSC;
 - b. Enthusiastically support the CSC; and
 - c. Do no harm to the CSC.

2.4 Board, Voting Members, Associate Members, and Staff, in the performance of their duties, should:

- a. Be competent, prepared and current;
- b. Be fully present, both physically and psychologically;
- c. Declare conflicts of interest, and manage them in best interests of all involved; and
- d. Use discretion in resolving disputes.

3. RELATIONSHIPS WITH THE PUBLIC

In their relations with the Voting Members, Associate Members of the public, government, or industry, Board, Class A Members, Class B Members, Associate Members, and Staff must:

3.1 Be honest;

3.2 Be knowledgeable about the relevant standards for public relations, e.g., legal, governmental, industrial;

3.3 Uphold the highest degree of personal integrity; and

3.4 Behave in a manner that projects a favourable image of the CSC.

4. APPLYING THIS CODE

When confronted with an ethical dilemma, ask yourself whether you would remain unconcerned about your decision even if it were fully reported by the media. If your decision passes this test, then you have probably applied this Code correctly.

5. ENFORCEMENT OF THIS CODE

This Code of Ethics is not an external set of restrictions: rather, it embodies the shared values of its Voting Members and Associate Members of the Council and implies a commitment to these shared values. A Voting Member or Associate Member, who contravenes this Code, as determined by the Board, may have their membership suspended or revoked or have their individual delegates involvement with the CSC suspended or revoked.

NOMINATING COMMITTEE

6.01 - Nominating Committee

The Board shall appoint, at least sixty (60) days prior to the date fixed for the annual general meeting of the Corporation, a Nominating Committee composed of the immediate Past Chairperson of the Corporation, the Past Past Chairperson, and one past director who is no longer a sitting member of the Board. The Nominating Committee shall be obliged to follow the guidelines of the Board of Directors as set forth in paragraph 5.03 above and shall submit their report to the Voting Members not less than fourteen (14) days prior to the Annual General Meeting. The report shall indicate the nominees recommended by the Nominating Committee to be elected as directors by the Voting

Members that are entitled to vote at the Annual General Meeting, such nominees need not be present at said meeting to be elected. In addition, any Voting Members voting delegate may nominate another Voting Member's voting delegate for election to the Board of Directors at the Annual General Meeting. Such nomination must be duly seconded and the person nominated, must be present at the meeting.

REMUNERATION OF DIRECTORS

7.01 - Remuneration of Directors

The directors shall serve without remuneration and no director shall directly or indirectly receive profit from his position as such except as is hereby expressly permitted; provided that a director may be reimbursed for all reasonable expenses incurred by him in the performance of his duties.

DISCLOSURE OF INTEREST

8.01 - Disclosure of Interest

Every director or officer of the Corporation who is a party to a contract or transaction or a proposed contract or transaction with the Corporation or any director or officer who has a material interest in any person, firm, or Corporation who or which has a contract with is a party to a transaction with the Corporation or a proposed contact or transaction shall disclose the nature and extent of his interest at the time and refrain from voting on any resolution to approve same.

MEETINGS OF DIRECTORS

9.01 - Place of meeting

Meetings of the Board of Directors and of the Executive Committee (if any) may be held either at the head office of the Corporation or at any place within Canada.

9.02 - Notice

A meeting of the Board of Directors may be convened by the Chairperson of the Board, the Vice-Chairperson or any two directors at any time and the Secretary/Treasurer, when directed or authorized by any of such officers or any two directors, shall convene such meeting of directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 16.01 of this By-Law not less than five (5) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that a meeting of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meetings.

If the first meeting of the Board of Directors, following the election of directors by the Voting Members, is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly

elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

9.03 - Omission of Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

9.04 - Adjournment

Any meeting of directors may be adjourned from time to time by the Chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

9.05 - Regular meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors and a copy of any resolution of the Board of Directors fixing the place and time of regular meetings of the Board of Directors shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meeting.

9.06 - Quorum

The number of directors, which shall form a quorum for the transaction of business at any meeting of the Board of Directors, shall be six (6). Notwithstanding any vacancy on the Board of Directors, a quorum of directors may exercise all the powers of directors.

9.07- Voting

Questions arising at any meeting of directors shall be decided by a majority of two votes. In the case of an equality of votes, the Chairperson of the meeting, in addition to his/her original vote, shall have a second or deciding vote.

9.08 - Meetings by Telephone

If all the directors of the Corporation consent generally, a director may participate in a meeting of the Board or of a Committee of the Board by means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate, with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

9.09 - Resolutions in Writing

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors

9.10 - Chairperson

The Chairperson or, in his absence, a Vice-Chairperson, shall be Chair of any meeting of the directors. If neither of the said officers were present, the directors shall choose one of their numbers to act as Chair.

9.11 - Secretary/Treasurer

At any meeting of the directors, the Secretary/Treasurer or, in his absence, a person appointed by the Chairperson shall act as Secretary/Treasurer.

9.12 - Validity of Act of Directors

All acts approved by the directors or a Committee of directors, or by any person acting as such, shall be valid, notwithstanding that it is discovered that there was some defect in the appointment of any such director or person so acting or that they or any of them were disqualified.

9.13 - By-laws

The directors may, at any meeting, especially called for that purpose, repeal or annul any by-law of the Corporation, by a two-thirds (2/3) majority, but such change shall be enforced only until the next annual or special meeting of the Corporation and, if not then confirmed, by a vote of two-thirds (2/3) of the Voting Members present, shall cease to be enforced.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01 - Indemnification of Directors and Officers

The Corporation shall indemnify a director, officer or consultant of the Corporation, a former director, officer or consultant of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his/her heirs and legal representatives, to the extent permitted by the Canada Not-for-profit Corporations Act.

Except as otherwise required by the Canada Not-for-profit Corporations Act and subject to the paragraph directly above, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, consultant, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonable incurred by him/her in connection with such action, suit or proceeding if he/she acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any

criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds of believing that his/her conduct was lawful.

The provisions for indemnification contained in the by-laws of the Corporation shall be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Voting Members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, consultant, employee or agent and shall ensure to the benefit of the heirs, executors and administrators of such a person.

To the extent permitted by law, no director, officer or consultant for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer, consultant or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the assets of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or other assets belonging to the Corporation or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto, unless same shall happen by or through his/her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. If any director, officer or consultant of the Corporation shall be employed, by or shall perform services for the Corporation otherwise than as a director, officer or consultant or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his/her being a director, officer or consultant of the Corporation shall not disentitle such director, officer, consultant or such firm or company, as the case may be, from receiving proper remuneration for such services.

SUBMISSION OF CONTRACTS OR TRANSACTIONS FOR APPROVAL

11.01 - Submission of contracts or transactions for approval

The Board of Directors, in its discretion, may submit any contract, act or transaction for approval or ratification at any annual meeting of the Voting Members or at any special meeting of the Voting Members called for the purpose of considering the same any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Corporation and upon all the Voting Members as though it had been approved, ratified or confirmed by every Voting Member of the Corporation.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

12.01 The CSC will follow the protection of directors and officers as outlined in the Canada Not-for-profit Corporations Act. The CSC will carry director liability coverage and will review the amount of this

coverage annually to ensure a proper amount of coverage is in place.

OFFICERS

13.01 - Appointment

The Board of Directors shall annually, or as often, as may be required, elect a Chairperson, Vice-Chairperson, and Secretary/Treasurer from among themselves. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- i) his resignation,
- ii) the election of his successor,
- iii) his ceasing to be a director or appointed delegate of a Voting Member if such is a necessary qualification of his appointment, and
- iv) the meeting at which the directors annually elect the officers of the Corporation.

The Board of Directors may from time to time appoint such officers and agents, as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors. Any person who may from time to time be elected as Chairperson shall not be entitled to hold such office for a period in excess of two (2) consecutive years unless the Board at their discretion extends this term.

13.02 - Remuneration and removal of officers

No officer who is a director of the Corporation shall be entitled to receive any remuneration for his services for acting in such capacity, save for reimbursement for any and all expenses incurred by him in the performance of his duties. Officers who are not directors of the Corporation shall be entitled to receive such remuneration as shall be determined from time to time by resolution of the Board of Directors. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.

13.03 - Powers and duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors; subject however, to any special resolution of the Corporation.

13.04 - Duties of officers may be delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

13.05 - Chairperson of the Board

The Chairperson shall be the principal officer of the Corporation. He shall preside at all of the meetings of the Voting Members and directors, and shall exercise a general oversight over the work and politics of the Corporation. He shall be an ex-officio member of all Committees. The Chairperson, together with any other officer, shall sign for the Board of Directors all deeds, documents, writings,

and other instruments requiring execution by the Corporation unless otherwise ordered by the Board of Directors by resolution.

13.06 – President and CEO

The President shall be the Chief Executive Officer of the Corporation unless otherwise determined, by special resolution of the Corporation or resolution of the Board of Directors. He shall, subject to any special resolution of the Corporation, when present, sit as a non-voting member at all meetings of the Board of Directors, the Executive Committee, if any, and Voting Members of the Corporation.

In addition to the foregoing the President shall be responsible to manage the human and financial resources of the Corporation, act as a consultant advisor to the Board of Directors and the Voting Members, assist in the development of planning, act as a liaison between the Voting Members, ensure communication by the Corporation to its Voting Members, market and promote the Corporation, its services and programs, implement approved policies and evaluate the Corporation's operations and activities on an ongoing basis. The President shall report to the Chairperson, be responsible to the Board of Directors, and supervise all Committees established from time to time. He shall be responsible on a day-to-day basis for all of the operations of the Corporation, including financial management, budgeting, administration, delivery of programs, marketing, and sponsorship. The President or his delegate will ensure minutes of all meetings of the Board of Directors, Executive Committee and any other Committee appointed by the Board of Directors, are duly recorded and circulated.

13.07 - Vice-Chairperson

The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson in the absence, inability, or refusal to act of the Chairperson. The Vice-Chairperson shall perform such other duties as may from time to time be imposed upon him by the Board of Directors or Executive Committee.

13.08 - Secretary/Treasurer

The Secretary/Treasurer shall give or cause to be given notices for all meetings of the Board of Directors or the Executive Committee, if any, and Voting Members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to the Act. The Secretary/Treasurer shall discharge such other duties as shall be assigned by the Executive Committee or the Board of Directors.

Subject to the provisions of any resolution of the Board of Directors, the Secretary/Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. He shall keep or cause to be kept the books of account and accounting records referred to in the Act. He may be required to give such bond for the faithful performance of his duties as the Board of Directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. The Secretary/Treasurer shall fulfill other duties as may from time to time be imposed upon him by the Board of Directors or Executive Committee.

13.09 - Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the Chairperson of the Board, if any, elect a person to fill such vacancy and in the case of the Secretary/Treasurer elect a director to fill such vacancy, and may, in the case of any other office, elect a director to fill such vacancy.

13.10 - Consultants and Advisors

The Chairperson, with the approval of the Executive Committee, may, at any time and from time to time, by resolution, appoint any person to be a consultant or advisor to the Executive Committee or the Board of Directors either or both of same with such power, authority and discretion and for such period of time and conditions as the Executive Committee may deem advisable. Such consultants or advisors may attend meetings of the Executive Committee or the Board of Directors by invitation but shall not be entitled to vote thereat. Any and all expenses incurred by such consultants or advisors in the carrying out of their duties shall be borne by the Corporation. To ensure funding is available, the CSC shall budget sufficient funds each year to allow for the appointment of advisors and consultants. In the best interest of the Corporation, any member in either Class A or Class B may request that a special advisor be invited to a meeting of the Board, should that individual have specific information or skills which will assist the Board in discussion of an issue facing the Board. The Class A or Class B member must request permission from the Chairperson well in advance of the specific meeting.

The Board of Directors may also appoint a Council whose members would be past Chairpersons, past directors or members of Voting Members or Associate Member organizations to act as legal, financial or other advisors to the Board of Directors, such Council members would be entitled to attend meetings of the Board of Directors by invitation but shall not be entitled to vote thereat.

MEMBERS' MEETINGS

14.01 - Annual Meeting

Subject to compliance with the Act, the annual meeting of the Voting Members shall be held at any place within Canada on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.

The meeting may be held by means of telephone, electronic or other communications facilities as to permit all persons participating in the meeting to communicate, with each other, simultaneously and instantaneously, and a member participating in such a meeting by such means is deemed present at the meeting.

14.02 - Special Meeting

Other meetings of the Voting Members may be convened by order of the Chairperson or a Vice-Chairperson or by the Board of Directors at any date and time and at any place within Canada or, in the absence of such determination, at the place where the head office of the Corporation is located.

14.03 - Notice

A printed, written, typewritten or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each Voting Member and Associate Member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in paragraph 16.01 of this by-law not less than twenty-one (21) (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting, such notice shall specify in sufficient detail the nature of the business to be transacted to permit a Voting Members and Associate Member to form a reasonable judgment thereon.

14.04 - Waiver of Notice

Voting Members and Associate Members and any other person entitled to attend a meeting of Voting Members may in any manner waive notice of a meeting of Voting Members and attendance of any such person at a meeting of Voting Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

14.05 - Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Voting Members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of Voting Members.

14.06 - Votes

Every question submitted to any meeting of Voting Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, the Chairperson of the meeting shall, both on a show of hands and at a poll, have a second or casting vote in addition to the vote or votes to which he may otherwise be entitled.

No Voting Member shall be entitled; either by delegate or by proxy, to vote at meetings of Voting Members of the Corporation unless such Voting Member has paid all dues or fees, if any, then payable by it unless the same shall have been waived as is hereby expressly permitted.

At any meeting, unless a poll is demanded, a declaration by the Chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either by force after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting, a poll is demanded on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the Chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

14.07 - Chairperson of the meeting

The Chairperson, or in his absence, a Vice-Chairperson shall be Chairperson of any meeting of

Voting Members. If either of such persons are absent, then the delegates of Voting Members who are present and entitled to vote shall choose another director as Chairperson of the meeting and, if no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote, shall choose one of their number to be Chairperson.

14.08 - Proxies

Votes at meetings of the Voting Members may be given either by delegate or by proxy. At every meeting at which a Voting Members are entitled to vote, each Voting Member's, delegate(s) and/or person appointed by proxy to represent one or more Voting Members, shall be entitled to one vote each on a show of hands. Upon a poll and subject to the provisions every Voting Member who is entitled to vote at the meeting and is present by its delegate(s) or represented by an individual so authorized, shall have one vote per delegate and every person appointed by proxy shall have one vote for each delegate who would otherwise be entitled to vote at the meeting and is represented by such proxy holder.

A proxy shall be executed by an officer of a Voting Members or its attorney duly authorized in writing. A person appointed by proxy need not be a Voting Member. Subject to the provisions of the Act and the Regulations, a proxy may be in the following form:

The undersigned Voting Member _____ hereby appoints _____ of _____ or failing him, _____ of _____ as the proxy of the undersigned to attend and act at the meeting of the Voting Members of the said Corporation to be held on the ____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.

Dated on the _____ day of _____, 20____.

Signature Voting Member

The directors may from time to time may make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Voting Members is to be held and for particulars of such proxies to be e-mailed or sent by facsimile transmission or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing the proxies so lodged may be voted upon as though the proxies themselves were produced, at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The Chairperson of any meeting of Voting Members may, subject to any regulations made as aforesaid, in his discretion accept e-mail or facsimile transmission or written communications as to the authority of any person claiming to vote on behalf of an to represent a Voting Member notwithstanding that no proxy confirming such authority has been lodged with the corporation, and any votes given in accordance with such telegraphic, cable, facsimile or telex or written communication accepted by the Chairperson of the meeting shall be valid and shall be counted.

14.09 - Adjournment

The Chairperson of any meeting may, with consent of the meeting, adjourn the same, from time to time, to a fixed time and place and no notice of such adjournment need be given to the Voting

Members. 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.

14.10 - Quorum

A quorum at any meeting of the Voting Members shall be a majority of the Voting Members as represented by their respective delegates and/or proxies. If, at the commencement of any meeting of Voting Members, a quorum is not present, the meeting shall stand adjourned for one (1) hour on the same day to be reconvened at the same location and the Voting Members then present as represented by their respective delegates and/or proxies shall be deemed, to be a quorum and the meeting may proceed and all business transacted, which a full quorum, otherwise might have done.

COMMITTEES

15.01 - Committees

The Board Directors shall forthwith appoint a Marketing and Research Committee and may from time to time thereafter, as deemed necessary, appoint such other Committees consisting of such number of directors and Voting Members and Associate Members as may be deemed desirable and may prescribe their duties. The President of the Corporation is responsible for submitting a slate of potential committee Voting Members, Associate Members, or outside individuals for review and approval by the Board of Directors of the Corporation.

Any Committee so appointed may meet for the transaction of business adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors, each Committee shall have the power to fix its quorum at not less than a majority of its Voting Members, to elect its chairperson and to regulate its procedures. Questions arising at any meeting of a Committee shall be decided by a majority of votes and in cases of an equality of votes, the Chairperson of the meeting shall have a second and casting vote. Actions to be recommended to the Board for approval and action.

NOTICES

16.01 - Service

Any notice or other document required by the by-laws to be sent to any Voting Member or director or to the auditor shall be delivered personally or sent by prepaid mail, by email, or by facsimile not less than twenty-one (21) (exclusive of the day of mailing and of the day for which notice is given) to any such Voting Member or director at his latest address as shown in the records of the Corporation and to the auditor at his business addresses, or if no address be given therein then to the last address of such Voting Member or director known to the Secretary/Treasurer, 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.

16.02 - Signatures of Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written and electronically signed, stamped, typewritten or printed or partly written,

stamped, typewritten or printed.

16.03 - Proof of service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 16.01 of this by-law and sent to a Post Office or placed into a letterbox. A certificate of an officer of the Corporation in office at the time of the making of the certificates as to facts in relation to the sending or delivery of any notice or other document to any Voting Members, director, officer or auditor or publication of any notice or other documents shall be conclusive evidence thereof and shall be binding on every Voting Member, director, officer or auditor of the Corporation as the case may be.

CHEQUES, DRAFTS, NOTES, ETC.

17.01 - Cheques, drafts, notes, etc.

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer, officers, person, or persons, whether or not officers of the Corporation and in such manner as the Board of Directors may from time to time designate by resolution.

EXECUTION OF INSTRUMENTS

18.01 - Execution of Instruments

Subject to any resolution of the Board of Directors, contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by

- a. Any one of the Chairperson or a Vice-Chairperson together with the Secretary/Treasurer;
- b. Any two directors; or
- c. Any one of the aforementioned officers together with any one director;

All contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, or instruments in writing.

The seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothec, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing:

- a. Any one of the Chairperson or a Vice-Chairperson together with the Secretary/Treasurer;
- b. Any two directors; or
- c. Any one of the aforementioned officers together with any one director;

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purposes of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

FINANCIAL YEAR

19.01 - Financial year

The fiscal year of the Corporation shall terminate on the last day of the month of April in each year or on such other date as the directors shall by resolution from time to time approve.

BANKING AND BORROWING

20.01 - Banking

The Corporation's banking business, or any part thereof, shall be transacted with such bank, trust company or other corporation carrying on a banking business and by such officer or officers or person or persons and to such extent as the directors may by resolution from time to time determine. Without restricting the generality of the foregoing, the authority conferred by any such resolution may extend to the operation of any and all of the Corporation's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, by way of overdraft or otherwise, including authority to any person to deposit with or transfer to the Corporation's account only, and endorse for that purpose by means of a stamp bearing the Corporation's name, any and all such instruments; by giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties hereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

20.02 - Borrowing

The directors of the Corporation may from time to time;

- a. borrow money upon the credit of the Corporation,
- b. limit or increase the amount to be borrowed,
- c. issue debentures or other securities of the Corporation,
- d. pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient, and,
- e. secure any such debentures or other securities or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any or all of the foregoing powers may from time to time be delegated by the directors to any one or more of the directors or officers of the Corporation.

RESERVE ALLOCATION/ DISSOLUTION

21.01 – Reserve Allocation. The Corporation is allowed to borrow from the reserve, with the approval of the Board, to fund special projects with the understanding that the amount borrowed is returned to the reserve within twenty-four (24) months. The Corporation is further allowed to withdraw funds from the reserve, with the approval of the Board, should a shortfall in revenues not allow the Corporation to function effectively. Borrowing of this nature must have a repayment date included in the motion to withdraw funds from the reserve for these purposes.

21.02 – Dissolution. In the event of the liquidation of the Corporation, which must be approved by the Board and membership, the property and assets (including the reserve) of the Corporation, after the discharge of liabilities, shall be disposed of in a manner which best represents how these assets were acquired. To recognize the funding contribution of the member associations which provided funding to the Corporation, the property and assets are to be disbursed to the following Member Associations with the percentage disbursement equal to that average percentage the member association funded over the past three (3) years.

- Atlantic Ski Area Association (ASAA)
- Association des stations de ski du Québec (ASSQ)
- Canadian Snowsports Association (CSA)
- Canada West Ski Areas Association (CWSAA)
- Ontario Snow Resorts Association (OSRA)

Auditors

22.01 - Auditors

The Voting Members shall appoint an auditor at the annual meeting of the Corporation to audit the accounts of the Corporation, holding office until the next annual meeting of the Voting Members, provided that the Board of Directors shall be entitled to fill any casual vacancy in the office of auditor, which may occur. The Board of Directors shall fix the remuneration of the auditor.

REPEAL

23.01 - Repeal

Upon these by-laws coming into force, all previous by-laws of the Corporation are hereby repealed, provided that such repeal shall not affect the previous operation of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to said by-laws prior to their repeal.

IN WITNESS WHEREOF, we have hereunto set our hands in the Province of Ontario, this 18th day of October, 2013.



Chairperson



Secretary

The foregoing by-law is passed by the directors of the Corporation as evidenced by their respective signatures hereto of all the directors.