

**ALBERTA SNOWBOARDING ASSOCIATION
BY-LAWS
Amended May 16, 2019**

ARTICLE I: GENERAL

1.01 Act - All terms contained in the By-laws, which are defined in the Act, shall have the meanings assigned by the Act.

1.02 Purpose – This By-law relates to the general conduct of the affairs of the Alberta Snowboarding Association incorporated under the Societies Act.

1.03 Definitions - The following terms have these meanings in this By-law:

- (a) "Act" - means the Societies Act, R. S. A. 2000, c. S-14 and the regulations made thereunder as amended from time to time, and in the case of such amendment, any reference in the By-laws shall be read as referring to the amended provision;
- (b) "Association" or "ASA" - means the Alberta Snowboarding Association;
- (c) "Auditor" - means a Certified Professional Accountant (CPA) or internal audit committee of the ASA;
- (d) "Board " – means the Board of Directors of the Association;
- (e) "By-laws" - means the by-laws of the Association in force and effect;
- (f) "Chair" or "Chairman"- means the individual authorized to preside over a meeting pursuant to Article 3.09;
- (g) "Code of Conduct" – means one of the Codes of Conduct governing the behaviour of Board members, Athletes and Coaches;
- (h) "C-S" – means the Canadian Snowboard Federation (or Canada-Snowboard);
- (i) "Director" – means an individual elected or appointed to serve on the Board pursuant to this By-law;
- (j) "Members" – means the people admitted as members of the Association pursuant to Articles 2.01, 2.02, and 2.03 and Member means any one of them;
- (k) "Member Club" - means a snowboard club, whose primary purpose is athlete development, with Alberta-based activities, holding a current Association membership that has paid all necessary fees and is conducting activities sanctioned under the policies of the Association and C-S;
- (l) "Officer" – means an individual elected or appointed to serve as an Officer of the Association pursuant to this By-law;

- (m) "Operations Director" or "Office Manager" – means that person hired by the Association to direct the affairs of the Association according to the job description set out from time to time by the Board;
- (n) "Ordinary Resolution" – means a resolution passed (a) by a majority vote of the Directors present at any duly constituted meeting of the Board, or (b) a resolution signed by all the Directors;
- (o) "Registrar" - means Registrar as defined in the Business Corporations Act, R.S.A. 2000, c B-9;
- (p) "Special Resolution" - means a resolution passed (i) at a meeting of the Members of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and (ii) by a vote of not less than three-quarters (3/4) of the Members at the meeting;
- (q) "Special Meeting" means any meeting of the Members called by either the Board or five percent (5%) or more of the Members with at least twenty-one (21) days' notice to discuss a specific issue;
- (r) "Annual General Meeting" is an annual meeting of the Members at which annual reports are presented to the Members including the last year's audited financial statements.

1.04 Registered Office - The registered office of the Association will be located in Alberta at such address as the Board may, by Ordinary Resolution, determine. If the Board votes to change the registered office of the Association, notice of a change in location of the registered office, giving the postal address, shall be filed with the Registrar within fifteen (15) days.

1.05 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of this By-law that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision and values of the Association.

1.06 Conduct of Meetings – Unless otherwise specified in the Act or this By-law, meetings of members and meetings of the Board will be conducted according to Roberts Rules of Order.

1.07 Interpretation – Unless the context otherwise requires, words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.08 Seal - The seal of the Association shall be such that the Board may from time to time adopt. The Vice-President shall have custody and use of the seal.

1.09 Annual Report – The Association shall, each year on or before the last day of the month immediately following its anniversary month or AGM, make a return to the Registrar containing:

- a) the address of the registered office of the Association;
- b) the full name, address and occupation of each Officer and Director of the Association; and
- c) the audited financial statement presented at the last Annual General Meeting of the Association.

ARTICLE II MEMBERSHIP

- 2.01 General - The membership of the Association shall be the subscribers to the By-laws and such other persons admitted as Members of the Association who wish to support the sport of Snowboarding in Alberta.
- 2.02 Membership Categories - The membership categories of the Association shall be determined from time to time by Ordinary Resolution of the Board. Membership categories may include, but not be limited to: recreational and competitive athlete, junior athlete, coach, official, judge, volunteer, parent and supporter of snowboarding, club and limited time membership.
- 2.03 Membership Application - All applicants for membership in the Association shall submit an application to the Board, or that person who is delegated the authority to receive memberships by the Board. The applicant shall become a Member: (a) upon payment of membership fees; (b) upon agreement to abide by the appropriate Code of Conduct; and (c) upon registration on the C-S website.
- 2.04 Minimum Age - There shall be no minimum age for membership in the Association.
- 2.05 Membership Fees - Membership fees will be determined annually by the Board.
- 2.06 Membership Duration - Membership is accorded on an annual basis. Membership shall commence upon purchase and registration of the membership. It will normally expire on June 30 of each year. If the Annual General Meeting is held after June 30, persons who were Members in that year will be entitled to vote at the Annual General Meeting
- 2.07 Termination of Membership - A Member may withdraw from the Association by tendering written notice of his resignation to the Board pursuant to Article IX of the By-Laws.
- 2.08 Expulsion of Member - The Board shall have the power, by a vote of three-fourths (3/4) of those present at a meeting of the Board, to expel any Member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to undermine the interests or reputation of the Association. No Member shall be expelled without first having been notified of the charge of complaint and without first been given an opportunity to be heard by the Board at a meeting called for such purpose. Upon a resolution expelling a Member, such Member shall stand expelled from the membership of the Association as from the date specified in such resolution, and any such Member shall be removed from the register of Members.

2.09 Register of Members - The Association shall maintain a register of Members in which shall be recorded particulars of membership and which shall be conclusive as to the matter of membership in the Association. The particulars of membership shall include: (a) the full name, residential address, email address and phone number of the Member; (b) the date on which the person was admitted as a Member; (c) the membership category of the person; and (d) the club, if any, of which the person is a member.

The Association shall keep the register of its Members at its registered office and shall, during regular business hours, permit a Member of the association to inspect the register without payment of a fee.

2.10 Use of Register - In this section, "personal information" means personal information as defined in the Personal Information Protection Act, S.A. 2003, c P-6.5 ("PIPA"), other than business contact information to which PIPA does not apply by virtue of section 4(3)(d) of that Act. Notwithstanding Article 2.09 of these By-Laws, the Association may disclose the register of Members or an excerpt of it to a Member of the Association only if the information contained in the register is to be used by the Member for matters relating to the affairs of the Association.

A Member of the Association may use personal information about another Member of the Association that is contained in the register, for any matter not referred to in Sec. 2.10 above if that other Member gives consent to that use.

ARTICLE III MEETINGS OF MEMBERS

3.01 Types of Meetings - Meetings of Members will include Annual General Meetings and Special Meetings.

3.02 Annual General Meeting - Subject to section 25 of the Act, the Annual General Meeting of Members of the Association shall be held at a place within Alberta determined by the Board on such day in each year and at such time as the Board may determine. The meeting shall be held not later than six (6) months following the Association's fiscal year end. The Association shall present to that meeting an annual report including a financial statement setting out the income, disbursements, assets and liabilities for the last fiscal period of the Association that is certified by the Association's Auditor.

3.03 Special Meetings - The Board may, at any time, call a Special Meeting of Members of the Association to be held on such day and at such time and, at such place within Alberta as the Directors may determine.

3.04 Special Meeting on Requisition of Members - Members of the Association representing not less than five percent (5%) of the total Members of the Association may requisition the Board to call a Special Meeting of Members of the Association for the purposes stated in the requisition. The requisition shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Association. Upon receipt of the requisition, the Board shall call a Special Meeting of Members of the Association to transact the business stated in the requisition. If the Board does not do so within twenty-one

(21) days after receiving the requisition to call a meeting, any Member who signed the requisition may call the meeting.

3.05 Notice - Notice will include the time and place of the meeting, the proposed agenda, as well as other reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting by the following means:

- a) By email, mail, courier or personal delivery to each member entitled to vote at the meeting, not less than twenty-one (21) days and not more than fifty (50) days before the day on which the meeting is to be held; and
- b) By posting on the Association's website not less than twenty-one (21) days prior to the date of the meeting.

The Directors of the Association are entitled to receive notice of and to attend and be heard at every meeting of the Members of the Association.

The Auditor of the Association is entitled to receive notice of every meeting of the Members of the Association.

3.06 Record Date - The record date for the determination of Members entitled to receive notice of a meeting pursuant to Article 3.05 of these By-Laws shall be at the close of business on the last business day preceding the day on which the notice is sent.

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

3.08 Meetings by Electronic Means - A meeting of voting Members may be held by means of telephonic, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting, if the Association makes such communication facilities available. A person so participating in such a meeting is deemed to be present at the meeting.

3.09 Chair of the Meeting - The President will chair all meetings of the Members. If the President is absent, the Vice-President will chair the meeting of the Members. If the President and Vice-President are both absent, any other Director of the Association will chair the meeting.

3.10 Voting Privileges - Every individual Member of the Association as of the record date who is eighteen (18) years of age or older at the time of the meeting is entitled to one (1) vote. Every Member Club shall be entitled to one (1) vote.

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

3.12 Determination of Votes - Votes will be determined by a show of hands (and proxy cards) or orally, unless a ballot is requested by a voting Member. Elections will be conducted by ballot.

3.13 Majority of Votes – The majority of votes cast in person or by proxy will carry a motion. In the case of a tie, the Chairman of the meeting shall have a second or casting vote in addition to the vote to which he may be entitled as a Member, either on a show of hands or on a ballot.

3.14 Proxies - Every Member of the Association who is 18 years and older as of the date of the meeting and any Member Club entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder and one or more alternate proxy holders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy.

An instrument appointing a proxy holder shall be in written or printed form and shall be executed by the Member authorized in writing, and is valid only at the meeting in respect of which it is given or any adjournment of that meeting.

Each instrument appointing a proxy holder must be received by the Association, via personal delivery or registered mail to the ASA Office or by fax or email to admin@albertasnowboarding.com, no later than 5:00 PM seven (7) days before the meeting to which the proxy vote pertains.

Proxies received by electronic means will be acknowledged.

An instrument appointing a proxy holder may be in the following form or in any similar form acceptable to the Chairman of the meeting:

PROXY

The undersigned member of ALBERTA SNOWBOARDING ASSOCIATION hereby appoints _____ of _____, whom failing _____ of _____, as the nominee of the undersigned to attend and act for and on behalf of the undersigned at the meeting of the members of the said Association to be held on the ____ day of _____, 20__ and at any adjournment thereof in the same manner, to the same extent and with the same power as if the undersigned were personally present at the said meeting or any adjournment thereof.

Dated the ____ day of _____, 20__.

I affirm that I am, at least, of the full age of eighteen (18) years old as of the date of the meeting to which this proxy pertains.

Signature of Member

Member Name (printed)

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

Any adjourned meeting shall by duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

3.16 Quorum - A quorum for the transaction of business at any meeting of Members shall consist of at least one-third (1/3) of the Members or ten (10) Members, whichever is lesser.

If a quorum for a meeting of Members of the Association is not present within thirty (30) minutes of the time fixed for the meeting, it shall stand adjourned to the same day in the next week at the same time and place. A quorum for the transaction of business at the adjourned meeting shall consist of at least one-sixth (1/6) of the Members in good standing or five (5) Members, whichever is the lesser.

ARTICLE IV GOVERNANCE

Composition of the Board

4.01 Directors – The Board will consist of a minimum of six (6) Directors and a maximum of twelve (12) Directors. The number of Directors within such limits will be determined by an Ordinary Resolution of the Board.

4.02 First Directors Meeting – At the first Board meeting following elections, the Board will appoint amongst themselves the following positions: President, Vice-President and a Treasurer.

All Directors will sign the Director's Code of Conduct at this meeting or as soon after as is practical. No Director will continue to participate in Board meetings until such time as he has signed the Code of Conduct.

Election of Directors

4.03 Eligibility - A Director shall at the time of his election and throughout his term of office be a Member of the Association. A Director shall cease to be a Director at the time he ceases to be a Member of the Association.

A Director may not be nominated for election as a Director unless he is an individual eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada, who does not have the status of bankrupt and who has the skills and characteristics required of a competent director.

4.04 Nominations & Consent –The Nominations Committee will implement the process to identify potential directors which shall include providing members an opportunity to bring forward candidates for consideration. The Nominations Committee will be responsible to solicit nominations of individuals who meet the eligibility requirements defined in section 4.03 and in consideration of the Association's needs.

Nominations from the floor for the election of directors will not be permitted.

4.05 Election - The election of Directors will take place at each Annual General Meeting of Members. The elections will take place in two parts: Half of the Board will be elected in even years and the other half of the Board in odd years.

4.06 Voting – Voting for the Directors will be held by ballot, unless all Directors are acclaimed.

4.07 Term of Office - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected at the Annual General Meeting in accordance with these By-laws, unless they resign, are removed from or vacate their office. Directors shall be eligible for re-election so long as they are otherwise qualified under this section.

At any Annual General Meeting in which an election of Directors is to take place but such election does not take place, the retiring Directors shall continue in office until Directors have been elected at a subsequent Annual General Meeting or their successors have been duly elected or appointed.

Suspension, Resignation and Removal of Directors

4.08 Resignation - A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.

4.09 Vacate Office - The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes their permanent residence outside of Alberta; or
- e) Upon the Director's death.

4.10 Removal – An elected Director may be removed by a Special Resolution of the voting Members at a Special Meeting called for that purpose, provided the Director has been given written notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer. The Members may, by a majority vote, elect any person in his stead for the remainder of his term.

4.11 Suspension – A Director may be suspended pending the outcome of a disciplinary hearing in accordance with the Association’s policies and the Code of Conduct, or by vote of two-thirds (2/3) of the Board at a meeting, provided the Director has been given written notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.12 Vacancy - Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy until an election is held at the next Annual General Meeting of Members.

4.13 Failure to Elect Minimum Number of Directors – Where there is a failure to elect the minimum number of Directors, the Directors then in office shall forthwith call a Special Meeting of Members to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of his predecessor.

Remuneration

4.14 Remuneration - Directors and Officers will serve as such without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such. A Director or Officer may be reimbursed for the reasonable expenses that he incurs in the performance of his duties.

Duties

4.15 Duties - Every Director and Officer of the Association in exercising his powers and discharging his duties shall:

- a) act honestly and in good faith with a view to the best interests of the Association; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Meetings of the Board

4.16 Call of Meeting – Meetings of the Board will be held at the time and place determined by the Chair or the Board.

4.17 Notice – Written notice of the time and place for the holding of any meeting of the Board or any committee of Directors shall be sent to each Director not less than two (2) days before the date of the meeting, provided that the meetings of Directors or of any committee of Directors may be held at any time without notice if all the Directors are present or if all the absent Directors have waived notice. The notice of a meeting of Directors need not specify the purpose or the business to be transacted at the meeting.

4.18 Omission of Notice - The accidental omission to give notice of any meeting of the Board or of any committee of Directors, or the non-receipt of any notice by any person, shall not invalidate any resolution passed or any proceeding taken at such meeting.

- 4.19 Number of Meetings – The Board shall hold at least four (4) meetings per year.
- 4.20 Quorum – A quorum at any meeting of the Board shall be fifty percent (50%) of the Directors. The Directors shall not transact business at a Board meeting unless a quorum is present.
- 4.21 Voting - Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of a tie, the Chair of the meeting in addition to his original vote shall have a second casting vote.
- 4.22 Telephone Participation - A Director may participate in a meeting of the Board or of any committee of Directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Director participating in a meeting by those means is deemed to be present at that meeting for the purpose of a quorum.
- 4.23 Meetings Open – Board meetings are open to all members to view, unless the Board votes to meet "in camera". Members may only participate in Board meetings upon invitation by the Chair.
- 4.24 Resolution in Lieu of Meeting – A resolution in writing may be presented to the Board by electronic means outside of a regularly constituted Board meeting to be voted on provided a majority of Directors agree. Such resolution is as valid as if it had been passed at a meeting of the Board.

Powers of the Board

- 4.25 Power to Contract - The Directors in their discretion may submit any contract, act or transaction for approval, ratification or confirmation at any Annual General Meeting of the Members, or at any Special Meeting of the Members called for the purpose of considering the same, and any contract, act or transaction that shall be approved, ratified or confirmed by resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by any other by-law) shall be valid and binding upon the Association.
- 4.26 Borrowing Power - For the purpose of carrying out its objects the Board may borrow money upon the credit of the Association as it deems necessary:
- a) from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b) to limit or increase the amount to be borrowed;
 - c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and condition and at such prices as may be deemed expedient by the Board;

but this power shall be exercised only under the authority of the By-laws of the Association, and in no case without the sanction of a Special Resolution of the Members of the Association.

- 4.27 Managing the Affairs of the Association – The Board may make policies and procedures or manage the affairs of the Association in accordance with the Act and this By-law. The Board will be responsible for establishing and monitoring the mission, values, vision, core strategies and policy statements of the Association as are set out from time to time in the Association’s Mission Statement.
- 4.28 Discipline – The Board may make policies and procedures relating to discipline of Members and Directors, and will have the authority to discipline Members and Directors in accordance with such policies and procedures.
- 4.29 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association, and all disputes will be dealt with in accordance with such policies and procedures.
- 4.30 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association. The Board may also terminate any such employment or engagement as it sees fit.

Conflict of Interest

- 4.31 Conflict of Interest - A Director or Officer of the Association who is party to a material contract or proposed material contract with the Association, or is a Director or an Officer of or has a material interest in any person who is party to a material contract or proposed material contract with the Association, shall disclose fully the nature and extent of his interest. No such Director of the Association shall vote on or enter into Board discussions on any resolution to approve such contract. If a material contract is made between the Association and one or more of its Directors or Officers, or between the Association and another person of which a Director or Officer of the Association is a Director or Officer, or in which he has a material interest:
- (i) the contract is neither void nor voidable by reason only of that relationship, or by reason only that a Director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of the Board or committee of Directors that authorized the contract; and
 - (ii) a Director or Officer or a former Director or Officer of the Association to whom a profit accrues as a result of the making of the contract is not liable to account to the Association for that profit by reason only of holding office as a Director or Officer, if the Director or Officer disclosed his interest in accordance herewith and the contract was approved by the Directors or the Members and it was reasonable and fair to the Association at the time it was approved.

ARTICLE V OFFICERS

5.01 Composition – The Officers will be comprised of the President, Vice-President and Treasurer, and any such other Officers as the Board may by Ordinary Resolution determine.

5.02 Duties - The duties of Officers are as follows:

a) The President will be responsible for the general supervision of the affairs and operations of the Association. He will preside at the Annual General Meetings, Special Meetings, and Board meetings of the Association, and will be the official spokesman of the Association. He will provide advice and guidance to the Operations Director (or Office Manager as the case may be) with respect to the management of the affairs of the Association. He will see that all orders and resolutions of the Board are carried into effect, will act as Chairman on committees of Officers representing the Board, will sign all documents requiring his signature, and will perform such other duties as may from time to time be established by the Board.

b) The Vice-President will exercise the duties and powers of the President during the President's absence or inability to act, and will exercise such other duties and responsibilities as may be determined by the Board. In the absence of both the President and the Vice-President, these duties will be exercised by another Director chosen by the Board.

c) The Treasurer will keep proper accounting records as required by the Act. He shall sign such contracts, documents or instruments in writing that require his signature. He will cause to be deposited all monies received by the Association into the Association's bank account. He will supervise the management and the disbursement of funds, taking proper vouchers for such disbursements. When required, he will provide the Board with an account of financial transactions and the financial position of the Association. He will prepare annual budgets and perform such other duties as may from time to time be established by the Board;

d) The Secretary (if appointed) will be responsible for the documentation of all amendments to the Association's constitution and by-laws. He will ensure that all official documents and records of the Association are properly kept. He will attend and cause to be recorded the minutes of all meetings. He will give due notice to all Members of all Annual General Meetings of the Association and he will ensure the annual report to the Registrar is filed on time, and will perform such other duties as may from time to time be established by the Board. In the absence of a Secretary, the Vice-President shall perform these functions.

e) The duties of all other Officers of the Association will be such as the terms of their engagement call for or the Board requires of them.

5.03 Removal of Officers - All Officers, employees and agents, in the absence of agreement to the contrary, shall be subject to removal by Ordinary Resolution of the Directors at any time, with or without cause.

An Officer of the Association ceases to hold office when he dies, resigns or is removed from office. A resignation of an Officer becomes effective at the time a written resignation is sent to the Association, or at the time specified in the resignation, whichever is later.

The Officer, so removed from his position as an Officer, may still retain his position as a Director on the Board unless the Members of the Association by Special Resolution at a Special Meeting called for that purpose remove that Director from the Board as well.

5.04 Vacancy - Where the position of an Officer becomes vacant for whatever reason but the Board still has a quorum, the Board may, by Ordinary Resolution, appoint a qualified individual from amongst the Directors to fill the vacancy for the remainder of the vacant position's term of office.

Committees

5.05 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association. The Board may appoint Members to committees or provide for the election of Members to committees, may prescribe the duties of committees, and may delegate to any committee any of the powers of the Directors except where prohibited by the Act or this By-law. No such committee shall have the authority to:

- a) submit to the Members of the Association any question or matter requiring the approval of the Association;
- b) fill a vacancy among the Directors or in the office of Auditor; and
- c) approve any financial statements to be placed before the members of the Association.

Members of committees need not be Directors of the Association. Committees may consist of a single Member.

5.06 Quorum - A quorum for any committee will be the majority of its voting members.

5.07 Voting - Each member of every committee will have one (1) vote at meetings of that committee, except that the Operations Director (or Office Manager) will not have a vote, and the Chairman will not have a vote other than to break a tie vote.

5.08 Terms of Reference - The Board may establish the terms of reference and operating procedures for all committees, and may delegate any of its powers, duties or functions to any committee.

5.09 No Remuneration - Members of the committees will not receive remuneration for their services as a member of a committee.

5.10 Vacancy - When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

5.11 Removal - The Board may remove any member of any committee.

Executive Committee

5.12 Executive Committee - The Executive Committee will be comprised of the Officers of the Association.

5.13 Role - The role of the Executive Committee will be to:

- a) conduct, between meetings of the Board, the business that would ordinarily fall within the responsibility of the Board;
- b) review on a regular basis the ongoing operations of the Association;
- c) address such specific issues as are brought to its attention by the Operations Director or the President; and
- d) report on its deliberations, in a timely fashion, to the Board.

5.14 Call of Meeting - Meetings of the Executive Committee will be held at any time and place as determined by the Chairman or upon the request of any two (2) Officers, provided that seven (7) days' written notice and the agenda for the meeting are given to each member of the Executive Committee. The notice requirement will not be necessary if all Executive Members waive the requirement thereof.

ARTICLE VI FINANCE AND MANAGEMENT

6.01 Fiscal Year The fiscal year of the Association will be from July 1 to June 30, or such other period as the Board may from time to time determine.

6.02 Banking - The banking business of the Association will be conducted at such financial institution as the Board may designate.

All cheques drawn on an Association bank account shall be signed by two (2) persons, at least one of whom shall be a Director. The Board shall appoint at least two Directors at the Board's discretion to have signing authority. The Operations Director (or Office Manager) may also have signing authority.

6.03 Auditors - At each Annual General Meeting, the Members will appoint an Auditor to audit the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual General Meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor. The Auditor may be a recognized firm of Chartered Professional Accountants, or may be an internal audit committee of the Association.

6.04 Audit Committee - The Directors shall elect annually from among their number an audit committee to be composed of not fewer than three (3) Directors, a majority of whom are not Officers or employees of the Association.

Each member of the audit committee shall serve at the pleasure of the Board and, in any event, only so long as he shall be a Director. The Directors may fill vacancies in the audit committee by election from among their number. The audit committee shall review the financial statements of the Association prior to approval thereof by the Board and shall have such other powers and duties as may from time to time by Ordinary Resolution be assigned to it by the Board.

6.05 Execution of Contracts – Deeds, transfer, assignments, contract, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) Officers authorized by the Board. The Board will have the power to appoint individuals to negotiate or prepare documents that may require signing by the Association and then designate them as signatories for the Association. These documents will be considered binding upon the Association. Copies of all contractual documents and a description of their intent will be provided to the Board at the next meeting from the date of signing.

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

6.07 Books and Records - The necessary books and records of the Association required by this By-law or the Act will be necessarily and properly kept.

6.08 Inspection of Records - The books and records of the Association may be inspected by any Member of the Association at the Annual General Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the Officer or Officers having charge of the same. Each of the Directors shall at all times have access to such books and records.

ARTICLE VII ALTERATION OF BYLAWS

7.01 Rescission, Alteration of Bylaws - No rescission, amendment of or addition to the By-laws shall be made except by a Special Resolution of the Members of the Association at a meeting of the Members of the Association called for that purpose.

7.02 Notice in Writing – Notice of the proposed amendments to this By-law, will be provided to the Association's Members twenty-one (21) to fifty (50) days prior to the date of the Special Meeting at which it is to be considered.

7.03 Filing Special Resolution – The Association shall file with the Registrar every Special Resolution passed for any purpose mentioned in the Act.

ARTICLE VIII DISSOLUTION

8.01 Distribution of Property - Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations or to organizations, the objects of which are, similar to the Association's.

ARTICLE IX NOTICE

- 9.01 Written Notice - In this By-law, written notice will mean notice which is hand-delivered or provided by mail, fax, email or courier to the address of record of the Association, Director or Member, as the case may be.
- 9.02 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 9.03 Error in Notice - The accidental omission to give notice of a meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X INDEMNIFICATION

- 10.01 Limitation of Liability of Members - No Member of the Association is, in the Member's individual capacity, liable for a debt or liability of the Association.
- 10.02 Will Indemnify - The Association will indemnify and hold harmless each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer, if:
- a) he acted honestly and in good faith with a view to the best interests of the Association;
 - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 10.03 Insurance - The Association will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board through C-S.

ARTICLE XI ADOPTION OF THIS BYLAW

- 11.01 Repeal of Prior By-laws - In ratifying this By-law, the Members of the Association repeal all prior by-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed by-laws.