

GENERAL BYLAWS

CANADIAN SKI HALL OF FAME AND MUSEUM

TEMPLE DE LA RENOMMÉE DU SKI CANADIEN ET MUSÉE

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## ARTICLE 1 GENERAL

1.1 These Bylaws govern and relate to the general conduct and affairs of the Canadian Ski Hall of Fame and Museum | Temple de la renommée du ski canadien et musée, a Canadian Corporation (the "Corporation" or "CSHFM").

### 1.2 Definitions

In these Bylaws and any other bylaws of the Corporation, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 (Loi Canadienne sur les organisations à but non lucratif L.C. 2009, ch. 23) including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefore and as amended from time to time.
- b. "AGM" means Annual General Meeting which is the annual general Meeting of Members held in accordance with the Act.
- c. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation.
- d. "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board.
- e. "Bylaws" means these Bylaws and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect.
- f. "Conflict of Interest" includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors in relation to the Corporation, namely:
  - i. Pecuniary or financial interest - a Director is said to have a pecuniary or financial interest in a decision when the Director (or his or her associates) stands to gain by that decision, either in the form of money, gifts, favors, gratuities, or other special considerations.
  - ii. Interests that impede a Director in his or her duty to promote the greater interest of the whole community served by the Corporation - participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the community at large; or
  - iii. Adverse Interest - A Director is said to have an adverse interest to the Corporation when he or she is a party to a claim, application or proceeding against the Corporation.
- g. "Corporation" As referred to herein, the CSHFM is a Corporation as defined under the Act.
- h. "Executive Committee" As defined in Article 6.1 of these Bylaws
- i. "Ex officio member" means a member of the Board or one of its committees who receives

a position on the Board or committee solely because the member holds or held another office. That ex officio member has all the rights and obligations of the Board or committee that they serve on, so long as that ex officio member holds the other office. The rights of that ex officio member do not include the right to make a motion or the right to vote in that committee or Board. Where that member holds the office of the Chair of the Board or the office of a Board of Directors member, that member maintains all the rights of that office including the right at the Board level to make a motion and to vote on any matter that may, as an ex officio member, have come before a committee

- j. "Meeting of Members" includes an AGM or a Special Meeting of Members as defined where applicable in the Bylaws
- k. "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- l. "Proposal" means a proposal submitted by a member of the Corporation.
- m. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- n. "Snowsports" **includes but is not limited to** Alpine, Biathlon, Cross Country, Freeride, Free ski, Nordic Combined, Ski Jumping, Snowboard, Telemark. Although its legal name refers solely to skiing, the CHSFM represents all snowsport disciplines.
- o. "Special Meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all members entitled to vote at an AGM.
- p. "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- q. "Teleconference" means the use of the telephone, the internet, or other means of communication to participate in a meeting simultaneously and instantaneously with those physically present at any meeting held under these Bylaws.

### 1.3 Interpretation

1.3.1 These Bylaws shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- a. All terms which are contained in these Bylaws and which are defined in the Act or the regulations made thereunder, shall have the respective meanings attributed thereto in the Act or the regulations thereunder.
- b. The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word "person" shall include an individual, a trust, a partnership, a body corporate, an association or other incorporated or unincorporated organization or entity.

- c. The headings used in these Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- d. Any references herein to any law, bylaw, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto, and,
- e. Although these Bylaws are drafted in English, the CSHFM respects bilingualism in Canada. Le Temple de la Renommée du Ski de Canada et Musée opère tout aussi bien en français qu'en anglais, même si ses Directeurs se sont convenu de rédiger ses Règlements en anglais.

1.3.2 Except as provided in the Act, in the event of a dispute, the Board shall on the recommendation of the Executive Committee, as defined herein, have the authority to make an interpretation concerning any word, term or phrase in these Bylaws which is ambiguous, contradictory or unclear, and in the event of a dispute between the English and French versions of these Bylaws, the English version shall prevail.

1.3.3 In the event of any conflict between these Bylaws and any CSHFM Terms of Reference document or other internal CSHFM policy, these Bylaws shall prevail.

#### 1.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the Board, the Chair of the Corporation shall be the custodian of the corporate seal.

## ARTICLE 2 MEMBERSHIP

### 2.1 Admission

The Members of the Corporation shall consist of such individuals, corporations, families or other legal entities as are admitted as Members of the Corporation from time to time in the classes set forth in Article 2.2 below and as otherwise may be determined by the Board.

### 2.2 Classes of Membership

- a. "Individual Members" shall consist of such individuals who have completed an application (individually or as a member of a familial group, that is a "family") for

- membership and paid the required fee as determined by the Board from time to time. Each individual member of a family shall be considered Individual Members and have one vote at all Meetings of Members subject to Article 2.7.
- b. "Corporate Members" shall consist of those corporations, companies, partnerships, limited partnership organizations or other business ventures, be they for profit or not-for-profit, who have completed an application for membership and paid the required fee as determined by the Board from time to time. A Corporate Member shall have one vote at all meetings of members to be exercised by a validly executed form of proxy.
  - c. "Honourary Life Members" shall consist of those persons appointed at the Board's discretion from time to time. Those persons shall benefit from waived membership dues to the CSHFM for life and shall have the same rights and privileges as that of an Individual Member except that they shall not be required to pay membership dues for their lifetime.
  - d. "Honoured" Members of the Hall of Fame" shall be granted Honourary Life Membership in the Corporation and shall have the same rights and privileges as that of an Individual Member except that they shall not be required to pay membership dues for their lifetime.
  - e. "Life-Time Members" shall consist of persons who by virtue of having previously been identified as such when financially supporting the CSHFM received a Lifetime membership shall benefit from waived membership dues to the CSHFM for life and shall have the same rights and privileges as that of an Individual Member except that they shall not be required to pay membership dues for their lifetime.
  - f. Such other classes or categories of Members and with such rights ,fees, benefits and privileges as determined on the recommendation of the Executive Committee, by the Board from time to time or as may be incorporated in any membership policy, rule or bylaw.

## 2.3 Term of Membership

2.3.1 , Membership in the Corporation other than as noted in 2.1 c, d, and e, shall be for a period of one (1) year from November 1 of each year and a person must pay their membership dues in

full by November 1 of each year to be accepted as a Member in good standing of the Corporation for the following year. The term of membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

## 2.4 Membership Conditions

2.4.1 Subject to these Bylaws, the following conditions of membership shall apply:

### a. Individual and Honorary Life Members

An "Individual Membership shall be available only to those individuals who have applied and have been accepted for voting membership in the Corporation. Honorary Life Members shall be available only to those individuals who have been so appointed by the Corporation. Subject to the Act and the Bylaws both Individual and Honorary Life members are entitled to receive notice of, attend and vote at all Meetings of Members and each such member shall be entitled to one (1) vote at such meetings.

### b. Corporate Members

A "Corporate Membership" is a membership with a single right to vote at any Meeting of Members of the Corporation and which is available only to an entity which has applied and has been accepted for a Corporate Membership in the Corporation.

- i. The Corporate Membership term shall be annual, subject to renewal in accordance with the policies of the Corporation.
- ii. Subject to the Act and the Bylaws, a Corporate Member shall be entitled to receive notice of, attend or vote at any Meeting of Members of the Corporation.

## 2.5 Membership Rights and Privileges

Subject to the requirement of a Special Resolution of the members in accordance with section 197 the Act and except for any alteration or change of voting rights, the Board may change any conditions or any rights or privileges of any class or category of membership, or create any new class or category of members

## 2.6 Special Resolution

Pursuant to section 197(1) of the Act (Fundamental Change), a Special Resolution of the Members is required to make any amendments to this Article of the Bylaws if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m).

2.7 Membership shall be classified as Voting Members and Non- Voting Members.

2.7.1 A Voting Members is as Member:

- who is eighteen (18) years of age or older,
- whose membership dues are paid and up to date, or
- who is an Member under Article 2.1 c, d, and e and is not required to pay membership dues.
- Any new Member must be in good standing for a minimum of one (1) month at the time of a Member vote.

2.7.2 A Non-Voting Member is a Member:

- who is not eighteen (18) years of age at the time of a Member vote,
- who has not been a new Member for a minimum of one (1) month at the time of an Annual General Meeting or a Special General Meeting, or,
- who is not a Member in good standing.

## ARTICLE 3 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

### 3.1 Membership Dues

If any membership dues are not paid within two (2) calendar months of the membership renewal date, the member in default shall automatically cease to be a member of the Corporation.

### 3.2 Termination of Membership

3.2.1 A membership in the Corporation is terminated when:

- a. A Member dies, or, in the case of a member that is a corporation, the corporation is dissolved.
- b. A Member fails to maintain any qualifications for membership described in Article 2.4 ( Membership Conditions ) of these Bylaws.
- c. A Member resigns by delivering a written resignation to the Chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation.
- d. A Member is expelled in accordance with Article 3.3 below or is otherwise terminated in accordance with the Articles or Bylaw.
- e. A Member's term of membership expires, or
- f. the Corporation is liquidated or dissolved under the Act.

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

### 3.3 Discipline of Members

3.3.1 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, these Bylaws, or any written policies of the Corporation approved by the Board.
- b. Carrying out any conduct which may be detrimental to the Corporation, which may be brought forward by any Member, and as may be determined by the Board in its sole discretion.
- c. For any other reason that the Board in its sole and absolute discretion and by a Special Resolution considers to be reasonable, having regard to the purpose of the Corporation.

3.3.2 The Board shall make such determinations by Special Resolution.

3.3.3 In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide a twenty (20) day notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

3.3.4 The member may make written submissions to the Chair, or such other Officer as may be designated by the Board, that responds to the notice to be received by the Chair or such other Officer as may be designated by the Board within that twenty (20) day period. In the event that no written submissions are received by the Chair, 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.

3.3.5 If written submissions are received from the Member, the Board will consider such submissions in arriving at a final decision by Special Resolution and shall notify the Member with any summary written reasons 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.

## ARTICLE 4 MEETING OF MEMBERS

### 4.1 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given in accordance with Article 17 to each Member entitled to vote at the meeting not less than ten (10) nor more than sixty (60)

calendar days (exclusive of the day of issuance but including the day for which notice is given of said Meeting of Members) by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting or
- b. by telephonic, electronic or other means of communication to each member.

For the sake of clarity, where a Member does not provide a current or accurate email address or where the Corporation does not have or has not been provided a current or accurate contact address posting a Notice of the Meeting of Members in a conspicuous place on the Corporation website shall be sufficient means of providing Notice of a meeting of Members under these Bylaws.

4.2 Pursuant to section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to these Bylaws to change the manner of giving notice to Members entitled to vote at a Meeting of Members or to change the method of voting by Members not in attendance at a Meeting of Members.

#### 4.3 Place of Meetings

Subject to compliance with section 159 of the Act (Place of Meetings), a Meeting of Members may be held at any place within Canada as determined by the Board.

#### 4.4 Annual Meeting

The annual Meeting of Members (“AGM”) shall be held at such time and on such day of each year as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing an auditor if required by the Act or the Articles, and for the transaction of such other business as may be properly brought before the meeting.

4.4.1 Notwithstanding the foregoing, an AGM shall be held not later than 15 months after the previous annual meeting and no later than 6 months after the date of each fiscal year end of the Corporation.

4.4.2 Where the AGM business includes any motion put forward to the Board, duly moved and seconded by voting members, that motion shall be filed with the Board no later than 5 days of the AGM notice having been published. The motion shall be reviewed by the Board for consideration for potential inclusion in the agenda of business to be transacted at the AGM.

#### 4.5 General Meetings

Other Meetings of Members (to be known as “general meetings”) may be convened by order of

the Chair or any Vice-Chair of the Board, or by the Board, to be held at any date and time and at any place. In addition, the Chair or any Vice-Chair of the Board shall call a general Meeting of Members upon receipt of a written requisition to do so of not less than twenty percent (20%) of the Members entitled to vote at such meeting.

#### 4.6 Chair of the Meeting

In the event that the Chair of the Board and the Vice-Chair of the Board are absent from any Meeting of Members, the Members who are present and entitled to vote at the meeting shall choose one of the Members present to chair the meeting.

#### 4.7 Quorum

A quorum at any Meeting of Members (unless a greater number of Members are required to be present in person by the Act) shall be at least fifteen percent (15%) of the Members entitled to vote at the meeting including any Member represented by proxy. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### 4.8 Entitlement to Vote

The only persons entitled to be present (in person or teleconference) at a Meeting of Members shall be those entitled to vote at the meeting, which for greater certainty shall be the Directors, the auditors of the Corporation and the Members entitled to vote. Any other persons who are entitled or required under any provision of the Act or these Bylaws to be present (in person or teleconference) at the meeting may be admitted only on the invitation of the Chair of the Meeting but with no entitlement or right to vote.

#### 4.9 Proxy

Every Member entitled to vote at a Meeting of Members may, by a written form acceptable by the Secretary of the Corporation, appoint a person who must be a Member, as a proxy, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the Member were present at the meeting. Should the written proxy form submitted not be deemed acceptable by the Secretary, the Member shall be promptly informed.

#### 4.10 Proxy Content and Conditions

In order to be valid, the proxy must:

- a. be received by the Secretary no later than ten (10) days prior to the date of the meeting,
- b. state the name of the member appointing the proxy,
- c. state the date of the meeting,
- d. state the full name of the individual to whom the proxy is given, and
- e. state that the individual to whom the proxy is given is over the age of 18 years.
- f. be related to voting on agenda items identified prior to the granting of the proxy to the proxy holder.

#### 4.11 Notice of Meeting

- a. A notice stating the day, time and place of each Meeting of Members and the general nature of the business to be transacted , including without limitation, the names of the nominees for election as Directors in the case of an annual Meeting, shall be sent to each Member, and to the auditor of the Corporation if required as provided hereunder not less than ten (10) nor more than sixty (60) days (exclusive of the day of issuance but including the day for which notice is given) before the date of every meeting.
- b. In accordance with Article 17, the Notice shall be directed to such electronic address of each such Member entitled to vote and of the auditor as appears in the records of the Corporation, or if no electronic address is given therein, then to the last civic address of each such member or auditor known to the Secretary; Notice of any Meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation. Notice of each such meeting shall be posted on the website of the Corporation.

#### 4.12 Omission of Notice

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

#### 4.13 Voting in a Meeting

- a. Except where required by the Act every matter submitted to any Meeting of Members shall be decided by a majority of votes using a method of counting that is reasonably available depending on the circumstances.
- b. In case of a tie vote, the Chair of the meeting shall not have a second or casting vote.
- c. At any meeting, unless a poll is demanded, a declaration by the Chair 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 prima facie evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.
- d. Any motion that does not receive a majority of votes shall be defeated.

#### 4.14 Communication in a Meeting

- a. If the Corporation chooses to make available a teleconference, electronic or other communication facility that permits participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in accordance with the Regulations.

- b. A person participating in a meeting by such means is deemed to be present at the meeting
- c. Notwithstanding any other provision of these Bylaws, any person participating in a Meeting of Members pursuant to this Article who is entitled to vote at that meeting may vote, in accordance with the Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose. In accordance with the Regulations, the Corporation shall establish procedures for collecting, tabulating and reporting the results of voting by means of a telephonic, electronic or other communication facility that:
  - i. enables the votes to be gathered in a manner that permits their subsequent verification, and
  - ii. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes.

## ARTICLE 5 CHAIR OF THE BOARD OF DIRECTORS

- 5. The Chair of the Board shall be elected by the Board from among the Directors.
  - 5.1 Notwithstanding the fact that an individual will have served as a Chair of the Board for more than six (6) consecutive years, that Director may be reappointed for an additional one-year term as Chair of the Board by the Directors of the Board by a Special Resolution cast in favor thereof at the Meeting of Directors immediately before the AGM.
  - 5.2 The duties and obligations of the Chair of the Board shall include, without limitation, the following:
    - a. to act as Chair of all meetings of the Board when present in person or via Tele-Conference, and shall, when present in person, or via Tele-Conference preside at all Meetings of Members. In the absence of the Chair of the Board in person or via Tele-Conference at a meeting of the Board or the Members, the First Vice-Chair shall be the Chair of any meeting.
    - b. to propose Directors to serve on committees.
    - c. to work in the best interests of the Corporation.
    - d. to report to each AGM concerning the operations of the Corporation.

- e. to represent the Corporation as needed, including but not limited to public and official functions.
- f. to be an ex- officio member of all standing committees appointed by the Board.
- g. to perform such other duties as may from time to time be determined by the Board.

5.3 At the time at which the Chair of the Board's last term ends, the Past Chair may continue, subject to the recommendation of the new Chair and subject to Board approval, to serve on the Board of the Corporation as the Past Chair for a single two (2) year term but the Past Chair shall have no right to vote.

## ARTICLE 6 EXECUTIVE COMMITTEE- OFFICERS

6.1 The Board shall establish an Executive Committee comprised of Officers who shall also be Members of the Board. The Executive Committee holds a fiduciary oversight mandate and shall have the full authority to exercise all the powers of the Board to the extent permitted by the Act, applicable law or these Bylaws provided that, at all times, it is subject in its entirety to the control and supervision of the Board.

6.2 The Executive Committee shall consist of a minimum of five (5) Directors and Officers, but not more than six (6) as proposed by the Chair and approved by the Board from time to time, including at least the following Executive positions, the roles for each Officer can be summarized as follows:

6.2.1 Chair of the Board (who shall also be the Chair of the Executive Committee) - The role of the Chair of the Board is to facilitate highly effective Board performance. This is achieved by providing leadership in the management of the Board's affairs and by ensuring with the assistance of the Executive Committee that the Board fulfills its legislated mandate and responsibilities with full transparency and the application of sound governance practices.

6.2.2 Vice-Chair of the Board - The main duty of a Vice-Chair is to help the Chair in any way possible. This can include preparing for Board meetings and Meeting of Members or participating in standing committees or Ad Hoc committees. The Vice Chair is to act as the Chair when the Chair is unavailable or refuses to act. It is intended, but not required, that the Vice-Chair become the next Chair after expiry

of the existing Chair's term of office. There may be two Vice-Chairs.

- 6.2.3 Secretary - The Secretary shall work closely with the Chair in the planning of Meeting of Members and Executive Committee Meetings. The Secretary shall be responsible *inter alia* for the accurate recording and distribution of the minutes of Board of Directors meetings, to be circulated to the Board as soon as possible, and the minutes of the AGM or other Special Meeting of Members, to be distributed in accordance with the Act, and other duties such as the creation and maintenance of an up-to-date Board planning calendar outlining matters to be on the Board's agenda over the course of a year. If the Secretary is unable to attend a meeting where minutes or notes are to be taken, it is the Secretary's responsibility to find an alternate from among the Directors.
- 6.2.4 Treasurer – The Treasurer may be the Chair of the Finance Committee but shall always possess professional qualifications in accounting. The Treasurer shall:
- a. Provide advice and guidance to the Executive Committee regarding the Corporation's finances and cash flow in accordance with the Finance Committee's responsibilities under the Act and these Bylaws.
  - b. Be responsible for the care and custody of all the funds and securities of the Corporation and shall ensure that such funds and securities are deposited in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct.
  - c. Sign such contracts, documents or instruments in writing as require his or her signature.
  - d. Have such other powers and duties as may from time to time be assigned by the Board or as are incident to the office.
  - e. File any tax or other document required by any local, provincial, or federal authority or government; and
  - f. if he or she is not also the Chair of the Finance Committee, the Treasurer shall work closely with the Chair of the Finance Committee to meet the Finance Committee's responsibilities under these Bylaws and the Finance Committee's Terms of Reference.
- 6.2.5 Legal and Governance Officer: The Legal and Governance Officer shall:

- a. Be an active or retired member of a provincial bar.
- b. Advise the Board generally on all legal matters.
- c. Provide oversight for all governance matters of the Corporation and provide guidance to the Board in respect thereof.

The Legal and Governance Officer may also be the Chair of Nomination Committee and may also recommend to the Board Ad Hoc Committees to deal with specific legal and governance issues when needed.

6.3 The Executive Committee functions as a high-level steering Committee who acts in the stead of the Board to perform such powers and duties assigned by the Board. The Executive Committee is empowered to make decisions collectively, on behalf of the Board, on matters relating to the functioning of all of the Corporation's affairs, subject to the Act and these Bylaws. The Executive Committee shall also provide advice and guidance to the Board on various issues relating to the functioning of the Corporation to inform future Board resolutions, motions or votes.

6.4 The Executive Committee shall meet on an as-needed basis with the Secretary recording the decisions of the meeting for the Board.

6.5 The Chair of the Board may, when relevant or required for the functioning of the Corporation, invite other Directors or individuals to an Executive Committee meeting as guests and so inform the Executive Committee upon calling the meeting.

6.6 Officers of the Executive Committee shall serve for a maximum of two three-year terms. Any Officer may be reappointed for an additional one-year term in the same Office by a special resolution at the Meeting of Directors immediately before the AGM.

6.7 With the exception of the Chair, during or further to the completion of a term(s), an Officer may be re-elected to the Board as a member of the Executive Committee provided that such re-election is to serve the Executive Committee under a different office than the one held previously before re-election. Where an Officer is reelected that Officer's term will be as provided in Article 6.6.

## ARTICLE 7 BOARD OF DIRECTORS

7.1 The business affairs of the Corporation shall be managed by a Board of Directors comprised of a minimum of ten (10) and a maximum of fourteen (14) Directors.

7.2 The Directors who are elected or appointed (including ex officio Members of the Board, such as the immediate past Chair of the Corporation), shall serve without remuneration, but may be reimbursed for all reasonable expenses incurred in carrying out duties as a member of the Board.

7.3 To serve as a Director every person shall:

- a. Be eighteen (18) or more years of age and no undischarged bankrupt person shall be a Director.
- b. Be a member in good standing throughout his or her term of office.
- c. Not be an employee of the Corporation.
- d. Not be a person who has been found to be incapable by any court, and
- e. be a resident of Canada.

7.4 Duties & Responsibilities of Directors

7.4.1 Every Director of the Corporation in exercising his or her powers and discharging his or her duties shall:

- a. Act honestly and in good faith with a view to the best interests of the Corporation.
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c. Comply with the Bylaws, policies, procedures and decisions that the Board has adopted.
- d. Maintain the confidentiality of all information or matters discussed or brought before the Board or before any committee of the Board or in the possession of the Corporation, including any information respecting any Member or the membership and shall not under any circumstances distribute that information or those matters or provide access to that information or those matters to any individual or entity not a member of the Board or that committee.

- e. Shall agree with and sign any Code of Conduct and Conflict of Interest document as required by the Board, and
- f. Be prepared for and attend any meetings and shall upon election to the Board, actively participate by becoming a member of a committee of the Board.

7.4.2 Pursuant to Section 129 and 120 of the Act, a Director may be removed for cause at the discretion of the Board by a special resolution of the Directors on a 2/3 majority vote. For cause could include for example, dishonesty, not declaring an apparent or perceived conflict of interest, non-compliance with or disrespecting the CSHFM Bylaws (including but limited to the all the duties outlined at Article 7.4.1), the Act or applicable Terms of Reference and/or bringing the CSHFM into disrepute. The Director who is the object of a possible removal vote shall not be entitled to vote on his or her removal.

## 7.5 Accountability

The Board is accountable to the Corporation and its Members. The Board is responsible for the oversight, governance and management of the Corporation and shall set its overall strategic direction. The Board is hereby granted such powers and authority as are reasonably required to carry out the duties and responsibilities.

## 7.6 Election to Office

- 7.6.1 Pursuant to section 128(3) of the Act (Election of Directors), all Directors, shall be elected to hold office by ordinary resolution of the Members at the AGM.
- 7.6.2 Subject as hereinafter set forth, Directors may serve on the Board for a maximum of two (2) consecutive three (3) year terms, with the exception of the Chair of the Board who may serve on the Board for an additional period of up to two (2) years and the past Chair who may, immediately after stepping down as Chair, serve in accordance with Article 5.
- 7.6.3 After having served as a Director for the maximum number of terms, a Director may immediately following those terms be reelected for one once renewable (1) year term, provided that the Board has voted in favor of that extension by a special resolution. In the alternative, after having served as a Director for the maximum number of terms, a Director may, immediately following those terms, and, upon the request of the Chair of the Board, be re-elected for up to a three (3) year term on the unanimous consent of the Board.

## 7.7 Nomination Committee

7.7.1 The Nomination Committee shall determine the eligibility requirements for any directorial position and those requirements must be satisfied in the selection of any candidate for that position.

7.7.2 An individual can only be nominated as a candidate for any directorial position if, at the time of nomination, that individual is a Member in good standing of the Corporation.

7.7.3 Before an individual can be nominated as a candidate for any directorial position the individual shall:

- a. provide a written consent to that nomination to the Nomination Committee by filing the consent with the Chair of the Nomination Committee at least twenty (20) days prior to the date of the AGM.
- b. comply with any procedures established by the Nomination Committee.

7.7.4 Since the corporation is a federal entity incorporated for the purpose *inter alia* of telling the story of the evolution of skiing and snowsports, in the selection of candidates, the Nomination Committee shall recognize the importance of the selection of candidates residing in the main skiing and snowsport regions of Canada including British Columbia/ Yukon, Alberta/Prairies, Ontario, Quebec and the Atlantic Provinces. . The Nomination Committee shall, in considering the preference for national representation, use its best efforts to select a candidate from each of the regions.

## 7.8 Candidates

7.8.1 The slate of candidate Directors prepared by the Nomination Committee shall take into account those Directors whose three (3) year terms will not have expired prior to the AGM for which the slate is being prepared and be put to the Members for a vote at that AGM, at which meeting the Members may:

- a. elect the slate in its entirety,
- b. reject the slate in its entirety, and if so rejected, the Directors holding office immediately preceding the AGM shall without delay call a Special Meeting of Members to elect Directors, and the Directors holding office immediately preceding the AGM shall continue in office until the Special Meeting of Members, or
- c. elect certain candidate Directors and reject other candidate Directors; provided, however, that if the composition of the Board, taking into account those Directors

whose three (3) year terms have not expired prior to the AGM and those Directors who were elected thereat, does not meet the requirement for a minimum of ten (10) Directors, the Directors holding office immediately preceding the AGM shall without delay call a Special Meeting of Members to elect a Board which does meet the aforesaid requirements, and the Directors holding office immediately preceding the AGM shall continue in office until the Special Meeting of Members.

7.8.2 Except for matters referred to in section 138(2) (Limits on authority) of the Act, the Board may delegate any power or duty conferred or imposed on it to a committee or to any employee or agent of the Corporation.

7.9 Vacancy

7.9.1 In the event of a vacancy due to resignation, death or removal from office of a Director, the Board may by resolution appoint a successor to fill the vacant position until the next AGM; subject to Article 7.1 and provided that the number of successor Directors so appointed prior to an AGM shall not at any time exceed three (3).

7.9.2 If a vacancy occurs at any time on the Board either by a resignation, by death or removal of a Director by the Members in accordance with the provisions hereof or by any other cause, such vacancy may be filled for the remainder of the term of office by the Board by a majority vote if a quorum of Directors remains in office.

7.9.3 For transition and succession, prior to vacating a position on the Board of Directors, the outgoing Director shall if possible, use his or her best efforts to assist the Chair of the Nominations Committee and the Board find a suitable replacement.

7.9.4 For the purpose of promoting a candidate pool, the recruitment and the development of new Board members and new Officers for the ongoing success of the Corporation, after the close of an AGM and for recommendation to the members at the subsequent AGM, the Board shall determine a transition plan for the turnover of board members by staggering different director's terms with different lengths of terms as appropriate.

7.9.5 Subject to Article 7 and these Bylaws, the Board may, by ordinary resolution, appoint as an ad hoc Member of the Board at any time or times, for a term at the discretion of the Board, the person who holds the office of the CEO and Managing Director in the Canadian Snowsports Association or the person who holds the office of the President and CEO in the Canadian Ski Council. At the discretion of the Board, that person may attend the meetings of the Board as an ad hoc member but shall not have any right to vote in Board meetings.

## ARTICLE 8 MEETINGS OF THE BOARD

8.1 Meetings of the Board may be called by the Chair of the Board, the first or second vice-Chair of the Board at any time.

8.2 A notice of the time and place of a meeting of the Board shall be given to each Director by the followings means:

- a. by mail, courier or personal delivery to each Director; provided that if a notice is sent by mail, the notice shall be sent not later than seven (7) days before the time when the meeting is to be held, or
- b. by telephone, electronic or other means of communication facility to each Director.

8.3 Notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

8.4 For the first meeting of the Board to be held immediately following the election of Directors at an annual or general Meeting of Members, no notice of such meeting is required for the meeting to be duly constituted, provided that a quorum of the Directors is present. At such meeting, the Board shall, among other things, appoint Officers for the ensuing year.

8.5 Unless the Bylaws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting prior to 48 hours before the time when the meeting is to be held, except that a notice of meeting of Directors shall specify any matter referred to in section 138(2) of the Act (Limits on authority) that is to be dealt with at the meeting.

8.6 A quorum at any meeting of the Board shall be not less than six (6) Directors.

## ARTICLE 9 VOTING AT BOARD MEETINGS/MEETINGS OF DIRECTORS

9.1 At all meetings of the Directors of the Board, every motion shall be decided by a majority of the votes cast (Ordinary Resolution).

9.2 The Chair of the Board shall be entitled to participate and vote at the meetings of the Board. In case of an equality of votes, the Chair of the meeting shall not have a second or casting

vote and the motion shall be deemed to have been defeated.

9.3 Where a Director had a vote at the Committee level on a particular matter being voting upon at the Board level, that Director shall not abstain from the Board vote on that matter except in the case of a Hall of Fame nomination where the Director may not vote on a particular nomination for induction both at the Hall of Fame Selection Committee level and the Board level.

9.4 At any meeting unless a poll is requested with a seconder, a declaration by the Chair of the Board that a motion has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be prima facie evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

9.5 Any Director who attends Board meetings via tele-conference shall be entitled to participate and where that Director has a voting right, to vote.

9.6 Unless visible to those present at the Board meeting, Directors who attend via Tele-Conference shall, each time they vote, state who they are and whether they are voting for or against a particular motion.

9.7 Any Bylaw or motion signed by all the Directors is as valid and effective as if passed at a Meeting of the Directors duly called, constituted and held for that purpose.

9.8 No error or accidental omission, which occurs in good faith, in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings or decisions taken at such meeting.

9.9 Adjournment

9.9.1 Any meeting of Directors may be adjourned from time to time by the Chair of the meeting, to a later 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.

9.9.2 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.

9.9.3 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 and until such time as that adjourned meeting is terminated.

## ARTICLE 10 POWERS OF DIRECTORS

### 10.1 Powers

The Board shall manage or supervise the management of the business and affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract, subject to the Act, which the Corporation may lawfully enter into and, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

### 10.2 Expenditures

10.2.1 The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an Officer(s) of the Corporation, the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

10.2.2 The Board shall have the power to enter into a trust arrangement with a trust company or bank for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

10.2.3 The Executive Committee shall be empowered to approve and make expenditures on behalf of the Board if such expenditures are intended to pay for corporation activities and do not exceed \$15 000.00 in the aggregate. Any such expenditures shall be reported to the Board at the next scheduled Meeting of the Directors.

10.2.4 The powers of conferred herein are in supplement of and not in substitution for any powers possessed by a Director or Officer of the Corporation or by the Board independently of these Bylaws.

## ARTICLE 11 BORROWING POWERS

11.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on banking business in Canada or otherwise as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer of the Corporation and/or any other person as the Board may by resolution from time to time designate, direct or authorize.

11.2 The Board may, without authorization of the Members:

- a. Borrow money on the credit of the Corporation.
- b. Issue, reissue, sell, pledge or hypothecate bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured.
- c. To the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal property of the Corporation to secure any debt obligation of the Corporation, including but not limited to, book debts, rights, powers, franchises and undertakings, to secure any such bonds, bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

11.3 Any lender or other person with whom the Corporation is or may be dealing may be furnished with certified copies of these Bylaws and such lender or other person shall be entitled to rely on these Bylaws until receipt of a certified copy of a Bylaw amending or repealing these Bylaws.

11.4 Rules, Regulations or Terms of Reference

The Board may from time to time make, amend and repeal rules, regulations, or terms of reference with respect to the conduct of the business and affairs of the Board and the rights, privileges, duties and obligations of the Members, provided, however, that in no event shall any rule, regulation, or terms of reference be contrary to or inconsistent with any provision of the Act or these Bylaws.

### 11.5 Investments

- a. Subject to Article 11.6 (b) below, the Board shall not be limited to investing the funds of the Corporation in investments authorized by laws for trustees provided such investments are made honestly and in good faith.
- b. Notwithstanding the provisions contained in Article 11.6 (a) above, the Board may, in its discretion cause investments which are given to the Corporation in specie to be retained by the Corporation in the form received.

### 11.6 Endowment Benefits

- a. No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Article 11.6 (a) or as permitted by such endowment.
- b. The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- c. The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended by the donor thereof as expressed in writing to the Corporation. Under no circumstances shall the Corporation transfer the whole or any part of funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, and is for such charitable organizations or qualified donors as provided in the Income Tax Act (Canada).
- d. The Treasurer shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

### 11.7 Fundraising

The Board shall take such steps as it 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.

### 11.8 Agents and Employees

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be

prescribed by the Board at the time of such appointment or from time to time.

## ARTICLE 12 BOARD COMMITTEES

12.1 The Board may from time to time constitute such committees or other advisory body as it deems necessary to assist the Directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees. The members of any such committee may, but need not, be Directors. Each Committee shall have a Chair approved by the Board. Any committee member may be removed for cause by resolution of the Board.

12.2 Any committee may establish rules of procedure or the criteria or parameters of decision-making, subject to such regulations, guidance, terms of reference, or directions as the Board may from time to time make or give. Prior to the implementation of such rules, criteria or parameters or any respective amendments they shall be approved by the Executive Committee, remain in the control of the Board, and be provided to the Board upon request.

12.3 Committee members who attend meetings via Tele-Conference shall be entitled to participate and vote. Unless visible to those present at the meeting, committee members who attend via Tele-Conference shall, each time they vote, state who they are and whether they are voting for or against a particular motion.

12.4 Committees of the Board may vote via e-mail on matters within the scope of the powers and duties of that committee, with the same effect as if they had voted on such matters at a meeting of all committee members, provided that:

- a. the text of the motion which is being voted upon is communicated to all members of the committee,
- b. the text of the motion does not change from the time it is initially communicated to the committee members until all votes have been cast, and,
- c. each committee member's vote is delivered to all committee members. After the last vote has been cast, the Chair of the relevant committee shall count the votes and declare via e-mail to all committee members whether or not the motion has been past.

12.5 Immediately after a decision is made by a committee, the Chair of that Committee shall, if the Chair of the Board was not present as ex officio at the meeting, disclose the details of that decision to the Chair of the Board if that decision might impact the Corporation, require any expenditure by the Corporation, might affect the Corporation marketing, branding or public profile

of the Corporation or would involve the planning of a future event organized by the Corporation. Any decisions made by a committee are also to be disclosed at the next Board Meeting.

12.6 The Board shall establish the following Standing Committees and all Standing Committee Chairs must be Members of the Board in good standing in accordance with Article 7.3:

- a. Finance Committee - in addition to having such powers and duties as may be established by the Board from time to time, the Finance Committee shall select and recommend to the Board the External Accountants and auditors of the Corporation, receive and analyze the annual budget of the Corporation and make recommendations to the Board in respect thereof, and, on a quarterly basis, monitor the internal financial statements of the Corporation and report to the Board thereon at every Meeting of the Board. The Finance Committee shall hold a professional designation in accounting or finance.
- b. Nomination Committee – in addition to having such powers and duties as may be established by the Board from time to time, the Nomination Committee is responsible for ensuring, on a continuing basis, that the Board is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to corporation. In so doing and in accordance with these Bylaws the Committee shall recommend a slate of candidate Directors to the Board for approval and upon approved recommend the slate for vote at the AGM. In so doing the Nominations Committee shall endeavor to respect the following parameters:
  - i. Commitment to act in the best interests of the Corporation.
  - ii. Regional representation.
  - iii. Various snowsport discipline representation.
  - iv. Gender representation.

The Nomination Committee shall also review and approve the special representative members identified for nomination to the Hall of Fame Selection Committee as well as any other Standing Committee Members when applicable.

- c. Hall of Fame Selection Committee - in addition to having such duties as may be established by the Board from time to time, in accordance with the Hall of Fame Selection Committee Policies and Procedures Guidelines currently in force, the Hall of Fame Selection Committee shall deal with any nomination for the Hall of Fame in an autonomous, measurable and transparent process; comply with the criteria, policies and procedures having been approved by the Board; and provide guidance to the

- Board of Directors by preparing and by presenting for submission to the Board a slate of nominees including a biography (the content of which would include the components agreed upon by the Events, Marketing and Communications and Hall of Fame Selection Committees and set out in the appropriate Term of Reference document) submitted on behalf of each nominee for the Hall of Fame at least one month prior to submitting the slate to the Board for approval.
- d. Events Committee- in addition to having such powers and duties as may be established by the Board from time to time, the Events Committee shall work to solicit and ensure the success of corporation events in Canada and shall develop, plan and execute a range of events over the course of each calendar year including but not limited to the Legends Classic and the Hall of Fame induction event.
  - e. Fundraising Committee- in addition to having such powers and duties as may be established by the Board from time to time the Fundraising Committee shall create, direct and monitor a comprehensive and tactical fund development plan for operational revenue generation. The plan shall be based on specific goals established annually by the Board of Directors as part of the Corporation's strategic plan.
  - f. Marketing and Communications Committee- in addition to having such powers and duties as may be established by the Board from time to time, the Marketing, and Communications Committee shall advise the Board of Directors regarding overall communications strategies of the Corporation; promote recognition and awareness of the Corporation and its mission to the general public; manage the Corporation website including being responsible for the development of strategies to ensure its usefulness as a tool in accordance to the Corporation's mission, goals and strategic plan; and develop plans in collaboration with the museum curator, annual communications plan and budget for website virtual presence and promotion of the Museum's physical location and any Corporation events.
  - g. Archives Committee - in addition to having such powers and duties as may be established by the Board, the Archives Committee's scope of evolving activities shall ensure appropriate and permanent care for records of historical value to the corporation in order to make them available for use currently and in the future both digitally for the corporation website and physically for the corporation physical location. The Archive Committee shall emphasize the modernization of approaches,

the development of documenting policies, workflows and procedures for accessioning, processing, classifying, describing, and preserving archives material, and the provision of access to digital records and assets.

- h. Membership Committee - in addition to having such powers and duties as may be established by the Board, the Membership Committee is responsible for the development and expansion of CSHFM membership. The Membership Committee shall review and recommend to the CSHFM Board: all matters related to membership including membership categories, membership privileges and membership recruitment drives, and develop incentives for membership expansion. The Chair of the Membership Committee shall with the assistance of the Committee members maintain an accurate and up to date registry of CHSFM members.

12.7 The Chair of any other committee formed by the Board as needed shall be selected from current members of the Board and must be a member of the Board in good standing.

12.8 To promote transition and succession, any outgoing Chair of any Standing Committee shall, in the final year(s) of his or her term, use his or her best efforts to assist the Board and the Chair of the Nominations Committee find a suitable replacement for that office.

12.9 In order to promote a succession plan for each Standing Committee, commencing in the year 2021 and every year prior to a year when a change in Chair for a Standing Committee is anticipated, the Chair of each relevant Standing Committee shall after consultation with and the approval of the Board and the Chair of the Nominations Committee:

- i. Propose a staggered succession plan for a minimum 6-year period which shall promote consistent updating of that Standing Committee's membership whilst ensuring stability.
- ii. Propose to the Legal and Governance Officer modifications to the Terms of Reference of any Standing Committee which shall reflect each respective Standing Committee's members' terms, transition and succession plans.
- iii. Subject to the successful achievement of the conditions set out in this subsection at sub paragraphs i. and ii., propose to the Board a slate of candidates for membership in the respective Standing Committee to be voted upon at the next Meeting of Directors.

12.10 Members of all Committees, with the exception of the Finance and Events committees, shall pay their annual dues to the corporation to maintain valid membership to the relevant Committee.

12.11 The Chair of any Standing Committee shall be elected for a 3-year term. Committee Chairs may be re-elected for a second three-year term by special resolution at the AGM.

12.12 Committees created by the Board shall, where appropriate, be given written terms of reference established by the Executive and approved by the Board. The actions, governing terms of reference and other policies and procedures of each standing committees shall at all times be subject to these Bylaws and the Board's supervision and control.

12.13 In part the objects of the Corporation are to tell the story of the evolution and history of skiing and snowsports in Canada; to establish a collection of permanent and travelling exhibits, and, to establish liaison with organization~~s~~ or associations which have similar objectives in different locations across Canada.

12.13.1 The Board may enter into any arrangement with any organization or association, national, provincial, territorial or municipal, local or otherwise, which may be conducive to the attainment of the objects of the Corporation.

12.13.2 Before entering into any such arrangement with such an organisation or association, upon the recommendation of a Standing Committee, the Board shall agree upon the requirements of each arrangement and shall by resolution prescribe rules consistent with these Bylaws and the objects of the Corporation which will provide the principles for the establishment of any arrangement with any such organisation or association.

## ARTICLE 13 CONFLICT OF INTEREST AND CONFIDENTIALITY

### 13.1 Disclosure of Interest.

Every Director who, either directly or through any associate, has or thinks he or she may potentially have an interest because of a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of such interest at a meeting of the Board or the Executive Committee.

### 13.2 Timing of Disclosure

The declaration of interest shall be disclosed at the meeting of the Board or the Executive Committee at which the contract, transaction, matter or decision is first considered.

### 13.3 Subsequent Conflict

If the Director (or any associate) becomes interested in a contract, transaction, matter or decision after the Board or Executive Committee meeting at which it is first considered, the Director shall make a declaration at the next Board or Executive Committee meeting following such development and the Director's perception or apprehension that his or her interest may constitute a conflict.

### 13.4 Not to Vote

After making such a declaration as referred to above, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on the applicable contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.

### 13.5 No Invalidity

The failure of any Director to comply with the provisions of this Article 13 does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board or Executive Committee.

### 13.6 Record in Minutes of Meeting

Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the meeting of the Board or Executive Committee.

## ARTICLE 14 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

14.1 Every Director and Officer of the Corporation while exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.

14.2 Subject to the foregoing, no Director or Officer of the Corporation for the time being shall be liable for the acts, neglects or defaults of any other Director or Officer of the Corporation or employee or for joining in an 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 monies of or belonging to the Corporation shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage, resulting from any dealings with any monies, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his office.

14.3 Notwithstanding the foregoing, nothing herein shall exclude a Director or Officer of the Corporation from the duty to act in accordance with the Act, or from liability for any breach thereof. The Directors, for the time being, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

14.4 Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or Officer of the Corporation, and his or her heirs, executors, administrators and other legal representatives, from and against.

- a. any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his office; and
- b. all other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Corporation.

except where such liability relates to his or her failure to act honestly and in good faith, or is contrary to decisions of the Board, with a view to the best interests of the Corporation

14.5 The Corporation shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing in Article 14 shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of Article 14.

14.6 Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Article 14.4 against any liability incurred by him or her in his capacity as a Director or Officer of the Corporation where he or she acts or acted in that capacity at the Corporation's request.

## ARTICLE 15 ANNUAL FINANCIAL STATEMENTS

15.1 Subject to 15.2 the Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in section 172(1) of the Act (Annual financial statements) or a copy of a publication of the Corporation reproducing the information contained in the documents not less than ten (10) days before the date set for the AGM.

15.2 In order to satisfy section 172(1) of the Act, at the Meeting of Directors immediately preceding the AGM, the Board of Directors shall approve, the comparative financial statements (as prepared by the Chair of the Finance Committee and approved by the Treasurer if they are not the same person) for the period that began immediately the after the end of the preceding full fiscal year up until the Meeting of Directors in question.

15.3 The approval of the annual financial statements (as prepared by the external accountant) shall be approved at the immediately next Meeting of Directors held after they become available. In accordance with the Act, the preceding year's annual financial statements shall be circulated prior to the following AGM, along with the comparative financial statements for the period described at Article 15.2 above.

15.4 In the case where the current fiscal year external financial statements are not complete at the time of the AGM, the annual financial statements circulated for the AGM shall be those of the immediately preceding full financial fiscal year, as approved by the Board of Directors in accordance with Article 15.3 and as signed in accordance with section 178 (1) of the Act and be accompanied by the report of the external accountant, if any.

15.5 The annual financial statements shall not require auditing unless and until total assets exceed a sum of at least of \$ 500, 000.00.

15.6 Subject to Article 15.3 instead of sending email copies of the documents circulated at Article 15.4, the Corporation may circulate to the Members a summary along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who

declines, implicitly or expressly, to receive such documents in writing.

15.7 The Corporation shall send a notice to its Members notifying that those documents are available electronically in a condensed version on the website and that they are available in greater detail to any member upon request.

## ARTICLE 16 FINANCE

### 16.1 Auditors

The Members shall at each annual meeting appoint an external accountant to review or audit, where necessary under Article 15.5, the accounts of the Corporation to hold office until the next annual meeting provided that the Directors may fill any vacancy in the office of the auditor for the period until the next AGM. The remuneration of the external accountant shall be fixed from time to time by the Board.

### 16.2 Cheques, Drafts, Notes

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(s), Director(s), or person or persons, whether or not Directors of the Corporation, and in such manner, as the Board may from time to time designate by resolution.

### 16.3 Execution of Contracts

16.3.1 Contracts, documents or instruments in writing requiring the signature of the Corporation may be

- a. signed by the Chair if no expenditure is made as a result, or
- b. signed by one of the Officers or Directors if any expenditure is less than \$15,000.00 in the aggregate and reported upon to the Board at the next Meeting of Directors, or
- c. signed by two persons authorized by the Board, out of the Chair, Vice-Chair, Secretary or Treasurer, if any expenditure of more than \$15,000.00 and has been pre-approved by the Board.

16.3.2 All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

16.3.3 The Board is authorized from time to time by resolution to appoint any Officer(s), Director(s) or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

#### 16.4 “Contracts”

The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, 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, bonds, debentures or other securities and all paper writings.

#### 16.5 Financial Year

The Corporation’s financial year shall terminate on the date that has been determined and approved by the Board.

## ARTICLE 17 METHOD OF GIVING ANY NOTICE

17.1 Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, these Bylaws or otherwise, to a Member, Director, Officer of the Corporation, member of a committee of the Board or to the auditors of the Corporation shall be sufficiently given if:

- a. delivered to the person to whom it is to be given or if delivered to such person's email address as shown in the records of the Corporation or in the case of notice to a Director to the latest civic address as shown in the last notice that was sent by the Corporation in accordance with section 128 of the Act (Notice of directors) or section 134 of the Act (Notice of change of directors) and received by the Director,
- b. sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose, or,
- c. provided in the form of an electronic document in accordance with section 17 of the Act.

17.2 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

17.3 The Corporation may change or cause to be changed the recorded address of any Member, Director, or Officer of the Corporation, auditors of the Corporation or member of a committee of the Board in accordance with any information believed by the Corporation to be reliable.

17.4 The declaration by the Corporation that notice has been given pursuant to these Bylaws shall be sufficient and conclusive evidence of the giving of such notice.

17.5 The signature of any Director or Officer of the Corporation on any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

17.6 In respect of the provision of any Notice in these Bylaws, the timelines referred to shall be counted in calendar days.

## ARTICLE 18            INVALIDITY OF ANY PROVISIONS OF THESE BYLAWS

18.1 The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

## ARTICLE 19            OMISSIONS AND ERRORS

19.1 The accidental omission to give any notice to any Member, Director, Officer of the Corporation, member of a committee of the Board or auditors of the Corporation, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## ARTICLE 20 DISPUTES AND CONTROVERSIES

20.1 Disputes or controversies among Members, Directors, Officers of the Corporation, committee members or volunteers of the Corporation are as much as possible to be resolved in private meetings between the parties; provided, however, that in the event that any dispute or controversy cannot be so resolved, it shall be resolved in accordance with the rules of the Sport Dispute Resolution Centre of Canada.

## ARTICLE 21 AMENDMENT OF GENERAL BYLAWS

21.1 Subject to the Articles, the Board may by resolution make, amend or repeal any Bylaw that regulate the activities or affairs of the Corporation. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution.

21.2 If the Bylaw amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

21.3 The Bylaw amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if the Members at the meeting reject it.

21.4 Article 21 does not apply to a Bylaw that requires a Special Resolution of the Members in accordance with section 197(1) of the Act (Amendment of articles or bylaws) because such a Bylaw amendment or repeal is only effective when confirmed by Members.

## ARTICLE 22 RESTATEMENT OF GENERAL BYLAWS AND EFFECTIVE DATE

### 22.1 Restatement and Replacement

These General Bylaws upon coming into force, replaces General Bylaw Schedule “B” of the Corporation.

### 22.2 Effective Date

In accordance with Section 152 of the Act, these Bylaws shall come into force and take effect on the day that they are enacted by the Directors and approved and adopted, with or without

variation by the Members at an annual or special general Meeting of Members duly called for that purpose – the date on which the Members later approve and adopt these Bylaws will become ‘the effective date’. Upon such coming into force, General Bylaw Schedule “B” shall be repealed with the result that these Bylaws, to be known as General Bylaws, shall be the only applicable and enforceable Bylaws of the Corporation, subject only to any subsequent amendments or modifications approved in accordance with these Bylaws and the Act.

## ARTICLE 23      TRANSITIONAL PROVISIONS

### 23.1 Validity of Prior Acts and Exceptions

Neither the enactment of these Bylaws, nor the repeal of any former bylaws, will invalidate any prior act or resolution of the Board or its Members. The intention is for these Bylaws to be effective only from the date when they are confirmed, approved, and adopted by the Members without in any way affecting any resolution passed, any act done or any right existing under any former bylaw or resolution, except as set out herein.

### 23.2 Membership

Any individual or candidate for membership whose membership application and payment of dues has been received by the Corporation prior to the ‘effective date’ of these Bylaws shall be considered to have been received under these Bylaws, however the voting right of an Organization member under the former bylaws of the Corporation is modified in accordance with these Bylaws.

### 23.3 Corporate and Organization Members

An “Organization member” under the former bylaws of the Corporation is deemed to be a Corporate Member under these Bylaws and consequently in accordance with Article 2, a Corporate member does not have any right to vote in any form including by proxy, at any meeting of members.

### 23.4 Application of Matter

For greater certainty, if before the ‘Effective Date’ of these Bylaws a matter or proceeding or application has been commenced or made, then the matter or proceeding or application shall be regarded as if it had been made under these Bylaws.

### 23.5 Effective Date of Membership

For greater certainty, if before the 'Effective Date' the term of membership has expired, the expiry of that term continues for the purpose of these Bylaws. If, before the 'Effective Date', the term of membership has not expired, the term and its expiry date shall continue under these Bylaws and in accordance with Article 3, the member shall pay the membership dues within two calendar months of the membership renewal date.

23.6 The term of any Director of the Board of the Corporation holding office immediately before the coming into force of these Bylaws shall continue to hold that office until the end of that term, except for the term of any Director listed in Article 23.7. In order to promote a candidate pool, the recruitment and the development of new Board members, the terms of those Directors shall be those set out in Article 23.7.1.

### 23.7 Directors

23.7.1 Irrespective of any uncompleted portion of a term of office as a Director under the former Bylaws, the term of office of the following long-standing Directors, shall end on the date of the close of the AGM of the year set out below :

- a. Denis Boulanger – 2021 – Member of Board
- b. Jean Cloutier – 2022 – Chair of Finance Committee
- c. Peter Webster – 2022 – Chair of HOF Selection Committee
- d. Danny Minogue – 2023 – Chair of Fundraising Committee
- e. Robin MacFarlane – 2023 – Member of the Board

23.7.2 For the purpose of promoting a candidate pool, the recruitment and the development of new Board members and new Officers for the ongoing success of the Corporation, after the close of the 2023 AGM and for recommendation to the members at the 2024 AGM, the Board shall determine a transition plan for the turnover of Board members by staggering different Director's terms with different lengths of terms as appropriate in accordance with their existing Terms.

23.7.3 When the term of any director listed in Article 23.7.2 ends, if no replacement to the satisfaction of the Board is proposed to serve in that position, the Director may, subject to Members of the Board voting in favour of that extension by a special resolution, be appointed to hold that position for a once renewable additional one (1) year term.

### 23.8 Canadian Snowsports Association Representative

Any person who held a position in the Corporation before these Bylaws come into force and was concurrently also the CEO and Managing Director of the Canadian Snowsports Association

continues to hold that position with an ad hoc position on the Board (with no right to vote at Board meetings), on the coming into force of these Bylaws.

### 23.9 Officers

When these Bylaws come into force, the following shall constitute the Executive Committee and the Directors named hereunder shall serve on the Executive Committee in accordance with their existing terms:

- a. Stephen Finestone - Chair of the Board and Executive Committee
- b. JP Ewart – Vice Chair
- c. Erik Austin - Vice Chair
- d. Jean Cloutier - Treasurer
- e. Janie Soublière- Legal and Governance Officer
- f. Daniel Hermosa – Secretary

### 23.10 Committee Chairs

Upon the coming into force of these Bylaws, the following Directors shall continue to hold their position as a Chair of a Standing Committee:

- a. Erik Austin - Chair of the Marketing and Communications Committee
- b. Janie Soublière- Chair of the Nominations Committee
- c. Jane Chisholm- Chair of the Events Committee
- d. Peter Webster- Chair of the Hall of Fame Selection Committee

### 23.11 Past Chairs

After the coming into force of these Bylaws, where there is any change in a Committee Chair, the past Chair of any Committee shall use their best efforts to assist the Chair of the Board :

- (a) Identify a suitable candidate as a new Chair of any committee;
- (b) Mentor the proposed new Chair for the Committee he or she used to Chair in the ongoing implementation of that Committee’s policies and procedures.
- (c) Promote and achieve a successful transition for all new and ongoing Committee

members.

### 23.12 Standing Committee Membership

After the coming into force of these Bylaws, in order to facilitate the transitional requirements of the Corporation and promote a succession plan for each Standing Committee:

- a. Except for the Chair of any Standing Committee whose terms are addressed above, the term of each individual who was member of a Standing Committee at the date these Bylaws are approved shall end on the date of the AGM of their term end.
- b. By 1 October 2021, the Chair of each Standing Committee shall after consultation with and the approval of the Chair of the Nominations Committee and the Board:
  - i. Propose a staggered succession plan for a minimum 6-year period which shall promote consistent updating of that Standing Committee's membership whilst ensuring stability.
  - ii. Propose to the Legal and Governance Officer modifications to the Terms of Reference of any Standing Committee which shall reflect each respective Standing Committee's members' terms, transition and succession plans.
  - iii. Subject to the successful achievement of the conditions set out in this subsection at sub paragraphs i. and ii., propose to the Board a slate of candidates for membership in the respective Standing Committee to be voted upon at the next Meeting of Directors.

### 23.13 Transitional Membership for 2021

23.13 After the coming into force of the Bylaws, and notwithstanding Article 2.3.1 which provides that membership dues are to be paid in full by November 1 of each year, in order to facilitate the term of membership in the Bylaw transitional year of 2021 and in order for any individual or entity to participate in the 2021 AGM, applicable membership dues shall be paid in full by 23 August 2021 to satisfy membership requirements.

## 24. Binding effect

These Bylaws, including all transitional provisions outlined in Article 23, will come into binding effect upon a special resolution vote at the 2021 AGM.

PASSED by the Directors May 5, 2021.

CONFIRMED by the Members on the 'Effective date" of 23 September 2021.



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Chair: Stephen Finestone



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Daniel Hermosa

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Secretary: Daniel Hermosa