



BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

**CANADIAN FREESTYLE SKI ASSOCIATION/
ASSOCIATION CANADIENNE DE SKI ACROBATIQUE** (the
"Corporation")

**Approved by the CFSA Board of Directors on August 19, 2024
Approved by CFSA Members on September XX, 2024 Revised
September XX, 2024**

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

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

1. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
2. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. "board" means the board of directors of the Corporation and "director" means a member of the board;
4. "by-law" means this by-law as amended from time to time;
5. "Division" means an organization that is a member of the Corporation as defined in this by-law; for greater certainty, the Divisions are not internal divisions of the Corporation but are separate legal entities;

6. “good standing” means a member who has paid in full the annual membership dues payable to the Corporation; is not subject to disciplinary action or subject to a sanction taken pursuant to the Corporation or the member’s policies; has fulfilled all terms and conditions of any final disciplinary decision taken against the member (if applicable); and who has agreed to follow the by-laws, policies and regulations of the Corporation, and has adopted the Corporation’s safe sport policies, unless the Corporation agrees that the member is precluded from doing so as a result of provincial or territorial legislation, provincial or territorial funding requirements, and/or other applicable regulations¹ ;
7. “High Performance Program” means the national team program operated by the Corporation for high performance athletes;
8. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
9. "ordinary resolution" means a resolution passed by a simple majority of the votes cast on that resolution;
10. “President” means the Chief Executive Officer or the most senior manager of the Corporation;
11. “Principal” means the chair of the board of directors (or any person who chairs the board of directors) of a Division;
12. “registered participants” includes athletes, volunteers, coaches, judges and officials;
13. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
14. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 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 secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which

¹ Determinations regarding whether a member is in good standing shall be made by simple majority vote of the Corporation’s board, after the member is provided with notice by the board and is given an opportunity to be heard by the board prior to any determination being made. The decision of the board shall be subject to the Corporation’s Appeal Policy, as amended from time to time.

and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation shall publish copies of the annual audited financial statements on its website within six (6) months of its financial year end.

SECTION 2 - MEMBERSHIP

2.01 Membership Condition

Subject to the articles, there shall be one class of members in the Corporation. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Members of the Corporation

1. Membership in the Corporation shall be available only to the following Divisions of the Corporation, the names and boundaries of which are as follows:
 - a) Yukon, consisting of the Territory of the Yukon Territory;
 - b) Northwest Territories, consisting of the Territory of the Northwest Territories;
 - (c) Nunavut, consisting of the Territory of Nunavut;
 - c) British Columbia, consisting of the Province of British Columbia;
 - d) Alberta, consisting of the Province of Alberta;

- e) Saskatchewan, consisting of the Province of Saskatchewan;
- f) Manitoba, consisting of the Province of Manitoba;
- g) Ontario, consisting of the Province of Ontario, plus that portion of the Province of Quebec generally bounded on the north by an eastward continuation, to a point north of Maniwaki, of a line running across the northerly edge of Algonquin Park; on the east by the lined extending southward from the easterly edge of the northerly boundary via Ripon and Calumet to and including the town of Carillon and thence to Lake St. Francis in the St. Lawrence River, and on the south by the international boundary.
- h) Québec, consisting of all the area of the Province of Québec, except that portion which is described subsection 2.01(1)(g) as being in the Division of Ontario and that portion described in subsection 2.01(1)(i) as being in the Division of New Brunswick;
- i) New Brunswick, consisting of the Province of New Brunswick plus that portion of the Province of Quebec within a fifteen kilometer radius of the Mont Restigouche ski area;
- j) Nova Scotia, consisting of the Province of Nova Scotia;
- k) Prince Edward Island, consisting of the Province of Prince Edward Island;
- l) Newfoundland and Labrador, consisting of the Province of Newfoundland and Labrador.

Provided that the said Division,

- (a) Has been recognized as the provincial or territorial sports organization by the province or territory in which the Division is primarily located; and
 - (b) Has at least five (5) registered participants; and
 - (c) Has applied and has been accepted by the board to be a member in the Corporation.
2. The term of membership shall be annual, subject to renewal in accordance with the policies of the Corporation.
 3. As set out in the articles, each member (i.e., each Division) in good standing is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to the following number of votes at such meetings:
 - (a) Two (2) votes; plus
 - (b) One (1) additional vote for every ten (10) or portion thereof licensed athletes, not including athletes identified in Section 2.01(3)(c), registered within the Division during the fiscal year most recently ended; plus

(c) One vote for every twenty (20) or portion thereof entry-level participants. Entry-level participants are defined as registered athletes between the ages of 6 and 12 years of age and participating at the Fundamentals and Learn-to-Train stages of the CFSA Long Term Athlete Development Model.

4. No one member shall carry more than 40% of the votes eligible to be cast at any general meeting. If a member carries more than 40% of the votes eligible to be cast, then that member's vote will be adjusted in accordance with the Corporation's policy that may be in place from time to time so that member has a maximum of 40% of the eligible votes to be cast.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws and the articles of the Corporation if those amendments affect membership rights and/or conditions described in Subsection 197(1) of the Act.

2.02 Notice of Meeting of Members

Pursuant to Section 63 of the Regulation, notice of the time and place of a meeting of members shall be given to each member entitled to attend and vote at the meeting by the following means:

1. By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
2. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.04 Absentee Voting

- 1) Pursuant to section 171(1) (Absentee Voting) of the Act and Section 74 of the Regulations, a member entitled to vote at a meeting may vote by the following voting methods:
 - a) Voting by mailed-in ballot provided that the Corporation has a system 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 or group of members voted; or
 - b) Voting by means of telephonic, electronic, web-based or other communication facility that:

- i) Enables the votes to be gathered in a manner that permits their subsequent verification, and
- ii) Permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 – MEMBERSHIP TERM, DUES, TERMINATION AND DISCIPLINE

3.01 Membership Term

1. The membership term for members of the Corporation is from July 1st to June 30th
2. Members must register annually with the Corporation and pay in full the membership dues determined by the Corporation.

3.02 Membership Dues

1. Payment of Dues:
 - a. The Corporation shall determine the annual dues for the members of the Corporation no later than October 1st of each fiscal year.
 - b. Members shall be notified in writing of the amount of the membership dues payable and the date by which payment is due.
 - c. Members are required to pay membership dues in full by no later than three (3) months after July 1st of each fiscal year.
2. Failure to pay dues
 - a. If the member fails to pay the membership dues within the three (3) calendar months after July 1st of each fiscal year, the member will not be considered a member in good standing and shall lose all of the privileges and rights attached thereto or associated with membership until they pay its membership dues.
 - b. Upon receipt of the payment of its membership dues, the member's good standing status will be reinstated by the Corporation.

3.03 Termination of Membership

A membership in the Corporation is terminated when:

1. In the case of a member that is a corporation or an unincorporated association, the entity is dissolved or becomes insolvent within the meaning of the Bankruptcy and Insolvency Act (R.S.C. 1985 c. B-3) or winds up its affairs, or ceases to be in business, or becomes for any reason incapable of continuing to perform its obligations;
2. A member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws (including ceasing to be recognized as a provincial or territorial sports organization by its respective province or

- territory);
3. The 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;
 4. The member is expelled in accordance with Section 3.04 below or is otherwise terminated in accordance with the articles or by-laws;
 5. The member's term of membership expires; or
 6. The Corporation is liquidated or dissolved under the Act.

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.

3.04 Discipline of Members

All disciplinary matters involving the Corporation, members or registered participants shall be handled in accordance with the Corporation or the relevant member's Discipline and Complaints Policy (or equivalent policy, if called otherwise), as well as any other related policies, as amended from time to time. Appeals of any decisions or actions taken under such policies shall be handled under the Corporation or the member's Appeal Policy (or equivalent policy, if called otherwise), as well as any other related policies, as amended from time to time.

SECTION 4— MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those from members that are in good standing and who are entitled to vote at the meeting, the directors, the Corporation's management, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be simple majority of the members entitled to vote at the meeting. A quorum at the opening of a meeting of the members is not sufficient where there is a loss of quorum later in the meeting. When there is a loss of quorum later in the meeting, the meeting shall be adjourned and reconvened at a later date when a quorum can be established.

4.04 Meeting by Other Communication Methods

(a) Participation by Electronic Means at Member's Meetings— Pursuant to subsection

159(4) (Participation in meeting by electronic means) of the Act, if the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all 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 the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

(b) Member'' Meeting Held Entirely by Electronic Means – Pursuant to subsection 159(5) (Meeting held by electronic means) of the Act, if the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.05 Voting

Members must be in good standing during the membership term during which a meeting of members is held to be entitled to vote at such a meeting.

Pursuant to subsection 165(3) (Electronic Voting) of the Act and Section 71(1) of the Regulations, when a vote is to be taken at a meeting of members, the voting may be carried out by means of a telephonic, electronic or other communication facility, if the facility:

- a) Enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

Pursuant to subsection 165(4) (Voting while participating electronically) of the Act and Section 71(2) of the Regulations, any person participating in a meeting of members under subsection 159(4) or (5) of the Act referred to above and entitled to vote at that meeting may vote, and that vote may be held, by means of the telephonic, electronic or other communication facility that the Corporation has made available for that purpose, if the facility:

- a) Enables the vote to be gathered in a manner that permits its subsequent verification; and
- b) Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how the persons voted.

4.06 Appointment of Member Voting Representatives

Each member in good standing shall designate in writing one (1) voting

representative to act on behalf of the member at meetings of members. A voting representative may cast such number of votes as set out in subsection 2.01(3) of the by-laws of the Corporation on behalf of the member in good standing he/she represents.

Members shall submit in writing the name of the designated voting representative who will vote on behalf of the member to the Corporation at least 24 hours prior to the start of the meeting of members. If the member fails to notify the Corporation of their designated representative, then the Principal will be considered the member's voting representative.

The designated voting representative must be present during the meeting of members in order to cast a vote. If the designated voting representative is not able to be present:

- (a) if the voting representative is the Principal, then the Principal may designate a person to be the voting representative in his/her stead, provided that the member's board of directors may appoint someone else as the voting representative instead of the Principal: or
- (b) if the voting representative is not the Principal, then the member's board of directors may appoint someone else as its voting representative.

Provided that the conditions indicated in this section are otherwise satisfied, the appointing member may revoke in writing the appointment of the voting representative and appoint in writing another qualified individual to be its voting representative.

The appointment of member voting representatives is valid only for the meeting of members for which the appointment is made.

4.07 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 - DIRECTORS

5.01 Number of directors

Pursuant to the Articles, the board of the Corporation shall have a minimum of seven (7) directors and a maximum of ten (10) directors. The precise number of directors shall be determined from time to time by the members by ordinary resolution but shall respect the minimum and maximum number of directors specified in this Article at all times.

The board of the Corporation shall consist of nine (9) elected directors plus appointed directors in accordance with subsections 5.06. Notwithstanding the aforementioned,

at least 40% of the directors shall be independent directors and not more than 60% of the directors may be of the same gender.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the articles of the Corporation to change the number of directors.

5.02 Qualifications

Directors must satisfy the eligibility requirements specified in these by-laws, in addition to the qualifications in subsection 126(1) (Qualifications of Directors) of the Act at the time the director is elected to the board of directors.

Independent directors shall have no fiduciary obligation to any body in the sport of freestyle skiing at the national or provincial level; shall receive no direct or indirect material benefit from any such party; and shall be free of any conflict of interest of a financial, personal or representational nature (provided that, participating in the sport of freestyle skiing does not render an individual not to be independent).²

The board shall also include an athlete director, who shall be a current member of the Canadian Freestyle Ski Association's national team or an athlete that currently competes at the international level in freestyle skiing or a retired Canadian Freestyle Ski Association national team athlete or freestyle skiing athlete that competed at the national level not more than eight years prior to their election to the board.

Any other directors of the Corporation shall not:

- a. Be a current chairperson of a member Division as defined in section 2.01 of the by-laws of the Corporation; or
- b. Be an employee or a person under contract with the Corporation.

5.03 Composition

The board of the Corporation, through a nomination committee as defined in Article 5.04, will make best efforts to identify potential directors who satisfy the eligibility requirements specified in these by-laws, who represent the collective interests of the Corporation's members and registered participants of the Divisions and who reflect:

- a) Linguistic and cultural regional characteristics of the Corporation in order to ensure representation of Canada's French & English linguistic, cultural and political dynamics;
- b) Large and small provincial sports organizations;
- c) The knowledge, skills and competencies defined from time-to-time by the board.

The board of the Corporation may use the power of appointment in Section 5.06 to fill any gap in the composition of the board as a result of the election of directors provided that such appointment otherwise complies with the eligibility requirements specified in these by-laws.

² The Nominating Committee shall be responsible for determining whether a Director or prospective Director is independent. Any person that is not considered independent on the basis of the aforementioned criteria will be considered to be independent once they resign from or terminate the circumstance that gives rise to the non-independence

5.04 Nominating Committee

The Nominating Committee is a standing committee of the Corporation's board and is responsible for identifying potential directors for election to the board by the members. The Corporation's board will appoint a Nominating Committee within three (3) months following the previous Annual General Meeting. The composition of the Nominating Committee shall be an odd number with at least five members and must comply with the following minimum requirements:

- a) any directors of the Corporation who are standing for re-election cannot be committee members;
- b) at least one committee member must be a person who is not a director, employee or contractor of the Corporation;
- c) at least one independent director;
- d) an athlete representative (which may be the athlete director if they are not standing for re-election); and
- e) the chairperson of the committee must be a director of the Corporation that is not standing for re-election.

Two or more of the above requirements may be met by the same person.

The Nominating Committee shall:

- a) Recruit individuals who meet the qualification criteria (set out in Section 5.02) and diversity (set out in Section 5.03) set out in these by-laws to stand for election to the Corporation's board.
- b) Communicate with each provincial sport organization of the Corporation to seek names of potential directors.
- c) Present to the Corporation's board a recommended slate of candidates for election at least 15 days prior to the meeting held for the purpose of electing directors to the Corporation. The recommended slate shall include candidates to:
 - a. Fill vacancies on the board; or
 - b. Stand for election for available positions on the board.

The Corporation's board shall present the slate of nominees to the members at least seven (7) days before the date of the meeting held for the purpose of electing directors.

5.05 Election and Term

As much as possible, the directors shall be elected and shall retire in rotation as determined by the members when the directors are elected. As such, at the first meeting of members after the adoption of this by-law, the members shall determine which of the directors elected by the members will be elected at for an initial period of one, two or three years. All directors will be elected to terms of three-years at the anniversary of their election and at subsequent elections of directors thereafter. At least one-third (1/3) of the directors will be elected at a meeting of members for the purpose of electing directors.

Directors will serve a maximum of three (3) terms and a maximum of nine (9) years in total.

If the director who has reached the maximum number of terms is the chairperson of the board or is a member of the board of the Fédération internationale de ski (FIS) and is not the chair of the board, this director may serve one (1) additional term for a maximum of four (4) terms and twelve (12) years. However, the chairperson may not serve more than six (6) years in that role.

The persons with the most votes will be elected as directors.

5.06 Appointment as a Director

Pursuant to the articles and subject to the eligibility requirements specified in Articles 5.01 to 5.03 of these by-laws, the directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the appointment as a director.

5.07 Removal of a Director

Pursuant to section 130 (Removal of directors) of the Act, members of the Corporation may by ordinary resolution at a special meeting or the annual general meeting to remove any director or directors from office.

5.08 Filling a Vacancy

Pursuant to subsection 132(1) (Filling vacancy) of the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles.

Pursuant to subsection 132(2) (Calling Meeting) of the Act, if there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 5 days before the time when the meeting is to be held. The chair, however, may convene a meeting of the board if he or she considers that a matter is of such urgency as to require such a meeting and notify every director of the Corporation with a minimum of 24 hours notice. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the board, every question shall be decided by a simple majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The board shall appoint a nominating committee, a governance and ethics committee and a finance and audit committee. The board may also, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. The board shall approve terms of reference for any committee it appoints; however, any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

6.06 Finance and Audit Committee

The board shall appoint a finance and audit committee pursuant to section 194 (Audit Committee) of the Act.

The finance and audit committee shall:

- a) Be composed of not less than three directors, a majority of whom are not officers or employees of the Corporation.
- b) Review the financial statements of the Corporation before they are approved

under section 178 of the Act.

The Corporation shall send the public accountant notice of any meeting of the finance and audit committee and the public accountant entitled to attend the meeting at the expense of the Corporation and be heard. The public accountant shall attend every meeting of the finance and audit committee if requested to do so by one of its members.

The public accountant or a member of the finance and audit committee may call a meeting of the committee.

SECTION 7 - OFFICERS

7.01 Description of Offices

The designated offices and appointed officers of the Corporation shall have the following duties and powers associated with their positions:

1. Chair of the Board - The chair of the board shall be an independent director and shall be elected by the other directors. The chair of the board shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.
2. Vice-Chair of the Board - The vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
3. President –the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
4. Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
5. Treasurer - If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Term in Office

Officers of the Corporation shall be appointed annually at the first meeting of the board immediately following the Corporation's annual general meeting.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

1. The officer's successor being appointed,
2. The officer's resignation,
3. Such officer ceasing to be a director (if a necessary qualification of appointment) or
4. Such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of

the giving of such notice. The signature of any director or officer of the Corporation to 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.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws 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.

SECTION 9 - EFFECTIVE DATE

9.01 Effective Date

This By-law shall take effect immediately upon the issuance of a certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.

Subject to matters requiring a special resolution, amendments to this by-law after its enactment shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 15th day of August , 2015 and confirmed by the members of the Corporation by special resolution on the XXth day of September , 20XX .

Dated as of the 1st day of October , 20XX .

[Indicate name of director/officer]
