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GENERAL BY-LAWS OF CANADIAN SNOWBOARD FEDERATION

(Incorporated under Part II of the Canada Business Corporations Act)
As Amended through 20 September, 2008

CORPORATE SEAL

1. The seal, an impression of which is stamped on the margin hereof, shall be the seal of the Corporation.

CONDITIONS OF MEMBERSHIP

2. Members other than Member Organizations and elected Directors shall not have voting rights at General Meetings of the Corporation.
3. The Corporation shall have the following classes of membership:
 - a) Member Organizations, consisting of the federations or provincial and territorial associations recognized by the Board of Directors as per Section 4 below.
 - b) Individual Members, consisting of those persons who hold the objectives of the Corporation, and who have completed the prescribed registration for and paid the required membership fees.
 - c) Honorary Members, consisting of those persons or entities which the Board of Directors wishes to honour for services rendered to the Corporation.
 - d) Associate Members, consisting of those associations, groups, or individuals recognized by the Corporation for its shared interest.
4. Membership fees shall be as established by the Board of Directors.
5. Any individual member or member organization may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
6. Any individual member or member organization may be required to resign by a vote of seventy five *per cent* (75%) of the members at a general meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

7. The head office of the Corporation shall be located in the Dominion of Canada at the place therein where the business of the Corporation may from time to time be carried on.

BOARD OF DIRECTORS

8. The property and business of the Corporation shall be managed by a Board of not fewer than six (6) and not more than twenty four (24) Directors. Directors must be individuals, not less than eighteen (18) years of age, with power under law to contract. Directors must be individual members in good standing of the Corporation. A quorum of the Board shall consist of forty *per cent* (40%) of the voting Directors.



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9. The Board of Directors shall consist of:
- a) The Officers of the Corporation, who shall be elected by the member organizations in good standing; and
 - b) One (1) representative appointed by each member organization in good standing; and
 - c) Three (3) athlete representatives, one of whom shall be elected by the athlete members of the High Performance Program in each of the following disciplines: a) Alpine; b) Freestyle; and c) Snowboard Cross; and
 - d) Such other non-voting Directors as the Board of Directors may itself appoint.
10. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
11. All Directors and Officers of the Corporation shall ordinarily be elected or appointed for terms of office of two (2) years. There shall be no limit on the number of times a Director or Officer may be re-appointed or re-elected to the same position.
12. The office of Director shall be automatically vacated:
- a) If a Director shall resign his office by delivering a written resignation to the Secretary of the Corporation; or
 - b) If a Director is found by a court to be of unsound mind; or
 - c) If a Director becomes bankrupt or suspends payment or compounds with his creditors; or
 - d) If at a special general meeting of members a resolution is passed by a majority of the members present at the meeting that a Director be removed from office; or
 - e) On the occasion of a Director's death; or
 - f) In the case of a Director who is a representative of a member organization pursuant to Paragraphs 3 and 9(b) of these By-Laws, if that member organization ceases to be recognized by the Board of Directors as the governing body of that province's or territory's sport of snowboarding;
 - g) Provided that if any vacancy shall occur for any reason in this Paragraph contained, the Board of Directors may, by appointment, fill the vacancy with an individual member of the Corporation.
13. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven (7) days' written notice of such meeting shall be given, other than by mail, to each Director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least three (3) meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.
14. If all Directors of the Corporation consent thereto generally or in respect of a particular meeting a Director, or all the Directors, may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as to permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
15. Each Director other than the Chairperson is, unless otherwise stipulated by this By-Law, authorized to exercise one (1) vote. The Chairperson shall not ordinarily exercise a vote but, in the case of an equality of votes, the Chairperson may exercise a tie-breaking vote. Questions arising at any meeting of Directors shall be decided by a majority of the votes cast. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.



16. A vote by e-mail, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
17. The minutes of meetings of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of all such minutes.
18. Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from her or his position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore.
19. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which her or his retirement is accepted and her or his successor is elected.

POWERS OF DIRECTORS

20. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
21. The Board of Directors 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 of Directors at the time of such appointment.
22. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company 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 of Directors may prescribe.
23. The Board of Directors 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.
24. The Board of Directors may appoint committees, the members of which shall hold their offices at the will of the Board of Directors.

OFFICERS

25. The Officers of the Corporation shall be the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and any such other Officers as the Board of Directors may by resolution determine. Any two (2) offices may be held by the same person. Officers must be individuals, not less than eighteen (18) years of age, with power under law to contract. Officers must be individual members in good standing of the Corporation. Officers who are not members of the Board of Directors at the time of their appointment shall also be appointed as non-voting members of the Board of Directors.
26. The Officers of the Corporation shall be elected by the Annual Meeting of members.



27. The Officers of the Corporation shall hold office for terms of two (2) years from the date of their appointment or election or until their successors are elected or appointed in their stead. The Chairperson and Secretary shall be elected at Annual Meetings in even numbered years. The Vice-Chairperson and Treasurer shall be elected at Annual Meetings in odd numbered years. Any vacancies shall be filled, for the balance of the vacated term, at the next held Annual or Special Meeting of the Members.
28. The Chairperson shall, when present, preside at all meetings of the Corporation and of the Board of Directors. She or he shall supervise the affairs and operations of the Corporation, and shall provide advice and guidance to the Chief Executive Officer with respect to the management of the affairs of the Corporation. She or he shall see that all orders and resolutions of the Board are carried into effect. The Chairperson shall sign all documents requiring his or her signature, and have the other powers and duties from time to time prescribed by the Board or incident to his or her office.
29. During the Chairperson's absence or inability to act, his or her duties and powers shall be exercised by the Vice Chairperson. In the absence of both the Chairperson and the Vice Chairperson these duties shall be exercised by another Director chosen by the Board.
30. The Vice Chairperson shall exercise the duties and powers of the Chairperson in the Chairperson's absence, and shall exercise such other duties and responsibilities as may be determined by the Board.
31. The Treasurer shall have the custody of the funds and securities of the Corporation. She or he shall keep or shall cause to be kept full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation in the books belonging to the Corporation and shall deposit, or cause to be deposited, all moneys, securities, and other valuable effects in the name and to the credit of the Corporation in such chartered bank, credit union, or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He or she shall disburse, or shall cause to be disbursed, the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.
32. The Secretary shall attend all meetings of the Board of Directors and of the Corporation and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or incident to his or her office. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
33. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

INDEMNITIES TO DIRECTORS AND OTHERS

34. Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors, and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
 - a) All costs, charges, and expenses which such Director, Officer, or other person sustains or incurs in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and



- b) All other costs, charges, and expenses which she or he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by her or his own willful neglect or default.

EXECUTION OF DOCUMENTS

- 35. Contracts, documents, or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) Officers and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents, and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

GENERAL MEETINGS OF THE MEMBERS OF THE CORPORATION

- 36. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.
- 37. At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements, and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the Chairperson shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of not less than *forty per cent* (40%) of the Member Organizations carrying not less than *forty per cent* (40%). A quorum shall consist of one third (1/3) of the member organizations of the Corporation in good standing at the date of any annual or general meeting, as the case may be.
- 38. Fourteen (14) days prior written notice shall be given to each member organization of any annual or special general meeting of members. Notice of any general meeting where special business will be transacted should contain sufficient information to permit the member organization to form a reasoned judgment on the decision to be taken. Notice of each general meeting of members must remind the member organization that it has the right to vote by proxy.
- 39. Each member organization represented at a general meeting shall have the right to exercise one (1) vote. A member organization may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be an individual member of the Corporation.
- 40. Votes at all General Meetings shall be allotted as follows:
 - a) Two (2) votes to each Member Organization; plus
 - b) Additional votes to Member Organization based on the following schedule:
 - 26 – 100 members - one extra vote
 - 101 – 250 members – two extra votes
 - 251 – 500 members – three extra votes
 - Over 500 members – four extra votes
 - c) One vote to each elected Director other than the Chairperson, recognizing that High Performance Program athlete representatives are elected Directors.



41. No error or omission in giving notice of any annual or special general meeting or any adjourned meeting, whether annual or special, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director, or Officer for any meeting or otherwise, the address of the member, Director, or Officer shall be her or his last address recorded on the books of the Corporation.
42. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-Laws. A tie vote shall be broken by the vote of the Chairperson, who shall not otherwise have a vote.

EXECUTIVE COMMITTEE

43. There shall be an Executive Committee of the Board of Directors.
44. The Executive Committee shall consist of:
- ☞ The Chairperson, who shall also serve as the Chairperson of the Executive Committee.
 - ☞ The Vice Chairperson.
 - ☞ The Treasurer.
 - ☞ The Secretary.
 - ☞ The Past Chairperson.
 - ☞ One other member of the Board of Directors.
 - ☞ The Chief Executive Officer.
45. The role of the Executive Committee shall be to:
- ☞ Conduct, between meetings of the Board of Directors, the business that would ordinarily fall within the responsibility of the Board of Directors.
 - ☞ Review, on a regular basis, the ongoing operations of the Corporation.
 - ☞ Address such specific issues as are brought to its attention by the Chief Executive Officer or the Chairperson.
 - ☞ Report on its deliberations, in a timely fashion, to the Board of Directors.
46. The Executive Committee shall meet at the call of the Chairperson, but shall ordinarily meet not less than every six weeks. The Executive Committee shall meet at any time and place in Canada, or by teleconference, provided that seven days of notice and the agenda for the meeting is given to each member of the Executive Committee. Seven days notice shall not be necessary if all members of the Executive Committee waive the requirement therefor. The Chairperson shall be required to call a meeting of the Executive upon petition to do so signed by a quorum of the Executive Committee. A quorum shall be a simple majority of the voting Executive Committee members.
47. Each member of the Executive shall have one vote at meetings of the Executive except that the Chief Executive Officer shall not have a vote, and the President shall not vote other than to break a tie vote. This same stipulation shall apply to any other member acting for the President.

AMENDMENT OF BY-LAWS

48. The By-Laws of the Corporation not embodied in the Letters Patent may be repealed or amended by By-Law enacted, by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-Law, provided that the repeal or amendment of such By-Law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.



BOOKS AND RECORDS

49. The Directors shall ensure that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.
50. Unless otherwise determined by the Board of Directors the fiscal year-end of the Corporation shall be June 30.
51. The members shall at each annual general meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The members at each annual general meeting may waive the appointment of auditor for the ensuing year.

RULES AND REGULATIONS

52. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual general meeting of members shall at and from time to time cease to have any force and effect.

DISSOLUTION OF THE CORPORATION

53. In the event of the dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to the Canadian Snowsports Association.

INTERPRETATION

54. In these By-Laws and in all other By-Laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or feminine gender, as the case may be, and *vice versa*, and references to persons shall include firms and Corporations.

