

CROSS COUNTRY SKI ONTARIO AMENDED AND RESTATED BY-LAW NO. 1

A by-law relating to the transaction of the affairs of CROSS COUNTRY SKI ONTARIO

BE IT ENACTED as a by-law of CROSS COUNTRY SKI ONTARIO as follows:

This Amended and Restated By-law No. 1 supersedes and replaces all existing by-laws of the Corporation

Article I – Interpretation**1. Definitions**

- (a) “Corporation” means Cross Country Ski Ontario, the Provincial Sport Organization, recognized by the Province of Ontario to represent the sport of Cross Country Skiing
- (b) “Club” means a cross country ski club duly registered with the Corporation via the membership system in place through Nordiq Canada.
- (c) “District” means the Southern Ontario District, Northern Ontario District, National Capital District and Lake Superior Ski District
- (d) “Lake Superior Ski District” means the district association of clubs in the geographical area including Marathon west to the Ontario Manitoba border.
- (e) “National Capital District” means the district association of clubs in the geographical area including Kingston east to Ottawa Valley and north to Deep River.
- (f) “Northern Ontario District” means the district association of clubs in the geographical area including Nipissing District to James Bay across to Sault Ste. Marie.
- (g) “Southern Ontario District” means the district association of clubs in the geographical area including Parry Sound District, Haliburton, Peterborough across to Windsor.

2. General

- (a) In this By-Law and all other By-laws and resolutions of the Corporation, the word “person” shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, incorporated or unincorporated associations, governmental bodies, and other legal entities. Words imparting the singular number or the masculine gender shall, where the context requires, include the plural or the feminine or neutral genders, as the case may be, and vice-versa.

Article II – Membership**3. Categories of Membership**

- (a) There shall be four categories of membership of the Corporation:
 - i) District members;
 - ii) Club non-voting members;
 - iii) Individual non-voting members;
 - iv) Associate members.
- (b) Each District shall, upon application to the board of directors, be admitted as a District member.
- (c) District members shall be entitled to receive notice of meetings of members and to vote, subject to the provisions of the By-Laws of the Corporation. Each District member's voting rights will be exercised by the delegates duly appointed by the District member. On an annual basis, each District member will appoint two individuals to vote at meetings of the members of the Corporation and each delegate will have one vote. Delegates must be individual non-voting members or associate members in good standing of the Corporation.
- (d) Individual non-voting membership shall be conferred by the board of directors on any individual who is a member in good standing of a Club which is registered with the Corporation through a District.
- (e) Individual non-voting members may attend but shall not have the right to vote at meetings of the Corporation.
- (f) The board of directors may, in its discretion and on such terms and conditions as are considered appropriate, admit as an associate member any person wishing to contribute to the development of cross-country skiing within Ontario who makes application to the Corporation. Associate members may attend but shall not have the right to vote at meetings of the Corporation.

4. Membership Fees and Conditions of Membership

- (a) The board of directors may, from time to time, make rules and regulations governing the conduct of the business and affairs of the Corporation, including rules and regulations not inconsistent with these By-Laws governing the conduct, rights and obligations of members when participating in the business and affairs of the Corporation (the "Rules").
- (b) All members of the Corporation shall be deemed to have undertaken to abide and be bound by the provisions of the By-Laws and the Rules of the Corporation.
- (c) Annual membership fees of the Corporation for all classes of members shall be proposed by the board of directors and approved by voting members at a meeting of the Corporation.
- (d) Memberships are not transferable.
- (e) Membership in the Corporation automatically terminates:
 - i) if a person provides written notice of resignation addressed to the head office of the Corporation;
 - ii) upon a person's death; or
 - iii) if a person is expelled from the Corporation by resolution of the board of directors as contemplated in paragraph 5.

5. Action with respect to members not in good standing

- (a) The board of directors may, by a vote of two thirds of those present at the meeting, decide to adopt measures with respect to any individual member or any member club if the board of directors determines that the member or member club has failed to pay a membership fee in full when due, failed to abide by the provisions of the By-Laws or Rules of the Corporation, or engaged in conduct the board of directors considers to be improper, unbecoming or likely to endanger the interest or reputation of the Corporation.
- (b) The board of directors shall not adopt measures with respect to a member or a member club unless that member or member club has been given no less than seven days notice of such meeting, and of the intention to consider the matter, and is permitted to participate in the meeting and make representations.
- (c) The measures with respect to a member may include, as the board of directors deems appropriate, censure, suspension of some or all of the privileges of the member, or the imposition of such further or other penalty, including fines and expulsion, as the board of directors may determine.

6. Meetings of Members

- (a) The annual meeting of members and any special meeting of members shall be held at the registered office of the Corporation or at another location in Ontario determined by the voting members or by the board of directors.
- (b) A special meeting may be held in person and/or remotely, using facilities that permit all persons participating in the meeting to hear and communicate with one another, and a member participating in the meeting by those means is deemed to be present at the meeting.
- (c) Notice of the annual meeting shall be given at least thirty days in advance and notice of any special meeting shall be given at least seven days in advance. Each member entitled to receive notice shall be deemed to have received such notice if the notice is delivered to the Chair of each District and to any other persons that the board or a meeting of members may determine. Notice of every meeting shall include sufficient detail on the matters to be considered at such meeting to allow the members to make a reasoned judgment on the matters considered at the meeting.
- (d) No accident, error or omission in giving notice of any meeting shall invalidate such meeting or make void any action taken at the meeting.
- (e) A quorum at an annual or special meeting shall be a majority of the voting members.

7. Annual Meeting

- (a) The annual meeting of the corporation shall be held at a time determined by the board of directors. The annual meeting shall include a report by the Chair, a financial report by the Treasurer, a report of committees of the board, the election of the board of directors and any other business appropriate for review or decision by the membership.

8. Special Meeting

- (a) Special meetings may be called by the Chair or on the written request to the Secretary or Chair by four voting members of the Corporation.

9. Voting and other procedures at Meetings of Members

- (a) Questions arising at any meeting of members shall be decided by a majority of votes of voting members. In the case of an equality of votes, the Chair shall have the deciding vote. Proxies are not accepted at meetings of members.
- (b) Votes shall be taken by assent or dissent unless any voting member asks that the vote be taken by ballot. If the meeting is not held in person, ballot votes may be polled by registered mail, facsimile or electronic mail, provided that the Corporation shall put in place adequate measures to protect the secrecy of the ballots so cast.
- (c) If the meeting is not held in person, ballot votes may be polled by email or voting software, provided the Corporation shall put in place adequate measures to protect the secrecy of the ballots so cast.

Article III - Board of Directors

10. Composition of Board of Directors

- (a) The board of directors shall be composed of not fewer than five directors and not more than twelve directors, provided that at least one director, normally the Chair of the District, will be elected to represent each of the Districts. Subject to the minimum and maximum number, the number of directors will be determined by the voting members at each annual meeting.
- (b) Each director shall be elected to hold office for a one year term until the first annual meeting after being elected.
- (c) Directors shall be eligible for re-election.
- (d) The board of directors may at any time appoint observers who may participate at board meetings without voting.

11. Board Vacancies and Removal from Office

- (a) The office of any director shall be automatically vacated if the director:
 - i) submits a written resignation to the Chair;
 - ii) becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out their duty;
 - iii) makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any Act that may be in force for bankrupt or insolvent debtors;
 - iv) dies; or
 - v) is removed from office.
- (b) Vacancies on the board of directors shall either be temporarily filled, with approval by the board

of directors, from among the qualified members of the Corporation, or by election at the next annual meeting, but if there is not a quorum the remaining directors shall forthwith call a meeting of members to fill the vacancy.

- (c) The voting members of the Corporation may, by a resolution passed by at least two-thirds of the members at a meeting of which at least seven days advance notice specifying the intent to pass such a resolution has been given, remove any director from the board on the grounds of:
 - i) lack of interest or dereliction of duty;
 - ii) incompetence;
 - iii) behaviour inimical to the best interests of the Corporation; or
 - iv) the special skills, qualification, or position which was recommended to the office have been lost.

12. Conduct of Meetings of the Board of Directors

- (a) A quorum for the transaction of business at meetings of the board of directors shall be a majority of the directors.
- (b) If all directors consent, the board of directors may hold a meeting in person or remotely that permit all persons participating in the meeting to hear and communicate with one another, and a director participating in the meeting by those means is deemed to be present at the meeting.
- (c) Board meetings may be called by the Chair, or by the Secretary at the request of the Chair, or at the request in writing to the Chair or Secretary by any two directors.
- (d) Notice of board meetings shall be given to each director a minimum of 7 days in advance by mail, facsimile or email. Board meetings may be held at any time and for any purpose without notice if all directors waive notice.
- (e) No accident, error or omission in giving notice of any board meeting shall invalidate a meeting of the board of directors or any business transacted at the meeting.
- (f) Questions arising at any meeting of the board shall be decided by a majority of votes of directors present. In the case of an equality of votes, the Chair shall have the deciding vote. Proxies are not accepted at a meeting of the board.
- (g) Votes shall be taken by assent or dissent unless any director asks that the vote be taken by ballot. If the meeting is not held in person, ballot votes may be polled by registered mail, facsimile or electronic mail.

13. Powers of the Board of Directors

- (a) The Board shall determine the general policies and direction of the Corporation and shall exercise on behalf of the Corporation all the powers that are conferred in it by law or pursuant to these By-Laws, including the power, on such terms as the board of directors deems advisable, subject to the *Corporations Act* (Ontario), to enter any kind of contract the Corporation may enter; borrow funds or pledge any assets allowed by law, or enter any transactions allowed by law with respect to real or personal property.

14. Remuneration of Directors

- (a) Directors shall not receive any remuneration for their role as directors but may be reimbursed for traveling and other necessary and incidental expenses properly incurred and in accordance with the expense Rules established by the board.
- (b) Nothing in these by-laws shall preclude a director from receiving remuneration as an officer or under a contract, approved by the board, for services above and beyond the services incidental to the functions of a director.

15. Committees of the Board

- (a) The board of directors may from time to time constitute such committees, 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. Committee members shall not, as such, be eligible for remuneration, but may be reimbursed for traveling and other necessary and incidental expenses properly incurred and in accordance with committee expense Rules established by the board of directors.

Article IV - Officers

16. Officers of the Corporation

- (a) The officers of the Corporation shall be a Chair, Secretary, Treasurer and such other officers as the board of directors may determine from time to time.
- (b) The Chair shall be elected by the board of directors from among their members at the first meeting immediately following the annual meeting.
- (c) Officers are subject to removal based on the same process as the removal of individual directors.
- (d) The Chair is the senior elected volunteer of the Corporation and shall preside at all board meetings, and annual and special meetings of members. The Chair shall also act as the primary spokesperson for the Corporation on policy and political matters.
- (e) The Secretary, if not a director, shall be appointed by the board of directors. The Secretary shall attend to the giving and service of all notices of the Corporation and be the custodian for the seal, the books, papers, records, correspondence contracts and other documents belonging to and required to be kept by the Corporation. The Secretary is responsible for recording and distributing the minutes of meetings of the Corporation and of the board of directors.
- (f) The Treasurer or person performing the usual duties of a Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such financial institution as is designated by the board of directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority and account for such disbursements in the manner directed by the board of directors.

- (g) The offices of Secretary and Treasurer may be held by the same individual and, in such an event, the office will be known as Secretary-Treasurer.
- (h) The duties of any other officers of the Corporation shall be determined by the board of directors from time to time.

Article V – Business of the Corporation

17. Head Office

- (a) The head office of the Corporation shall be in the Province of Ontario, at such place therein as the board of directors may from time to time by resolution determine.

18. Seal

- (a) The seal, an impression of which is stamped in the margin, shall be the seal of the Corporation.

19. Cheques, etc.

- (a) 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 or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board may from time to time designate by resolution.

20. Borrowing

- (a) For the purposes of carrying out the objects of the Corporation, the board of directors may borrow or raise or secure the payment of money in such a manner as the board of directors considers appropriate.

21. Execution of Documents

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two persons designated for that purpose by the board of directors, including the Chair, Treasurer, Secretary or the Secretary-Treasurer.

All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorisation or formality. The board of directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- (b) The corporate seal of the Corporation may, when required, be affixed to contracts, documents or instruments in writing signed on behalf of the Corporation, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.
- (c) The term “contracts, documents or instruments in writing” 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 or money

or other obligations, conveyances, transfers and assignments or shares, bonds, debentures and other securities and all paper writings.

22. Books and Records

- (a) The board of directors shall ensure that all necessary books and records of the Corporation required by the By-Laws or any applicable statute or law are regularly and properly kept.

23. Financial Year

- (a) The board of directors may by resolution fix the financial year-end of the Corporation and may from time to time by resolution change the financial year-end of the Corporation.

Article VI – Protection of Directors, Officers and Others

24. Indemnity

- (a) Every director and officer of the Corporation and their heirs, executors, administrators and assigns, 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:
 - i) All costs, charges, and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the director or officer for or in respect of any act, deed matter or thing whatsoever, made done or permitted in or about the execution of the duties of the office of the director or officer; and
 - ii) All other costs, charges and expenses that the director or officer sustains or incurs in or about or in relation to the affairs thereof, except costs, charges and expenses as are occasioned by the wilful neglect or default of the director or officer.

25. Limitation of Liability

- (a) No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, or officer, employee, or for joining in any receipt, act for conformity, or for 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 moneys of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or Corporation deposited, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office, or trust, or in relation thereto, unless the same shall happen by, or through, their own wilful act or through their own wilful neglect or default.

26. Responsibility for Corporate Acts

- (a) The directors for the time being of the Corporation 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 of directors.

27. Contracts

- (a) It is the duty of a director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare their interest at a meeting of the board of directors of the Corporation and, except as permitted by the laws governing the Corporation, to refrain from voting in respect of any contract or proposed contract in which such director is so interested, and otherwise to observe the provisions of said laws.