

CALABOGIE SKI RACING CLUB
(the "Corporation")

BY-LAW NO. 1

A by-law for the general management of the affairs of the Calabogie Ski Racing Club.

BE IT ENACTED as By-Law No. 1 of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions. In this By-law and all other by-laws of the Corporation, unless the context otherwise requires, the following terms shall have the following meanings:

"Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, as amended, re-enacted, or replaced from time to time, and means any successor legislation governing the creation, content and amendment of the by-laws of the Corporation;

"Articles" means the original or restated Articles of Incorporation or Articles of Amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation;

"By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Director" means a member of the Board;

"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;

"Member" means any one or more persons, respectively, who have been admitted to membership in the Corporation in accordance with the Articles and By-law;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Regulations" means the regulations made under the Act, as amended, restated, or in effect from time to time;

"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, 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.

SECTION 2 – OBJECTS, SEAL, HEAD OFFICE AND FINANCIAL YEAR

2.01 Objects. The Corporation shall be carried on without the purpose of financial gain for its members and any profits or accretions in the capital of the Corporation shall be used to promote and advance the objects of the Corporation.

The objects of the Corporation are the following:

- a) to promote the sport of alpine ski racing in the National Capital Region;
- b) to establish, maintain and operate a team of alpine ski racers who will represent the Calabogie Ski Racing Club in alpine races at the provincial and national levels; and
- c) to hold and arrange alpine ski races, and to offer and grant or contribute towards the provision of prizes, awards and distinctions for athletes in the National Capital Region.

2.02 Corporate Seal. The Corporation may, but need not, have a corporate seal. If a corporate seal is approved by the Board, it shall be in the form approved from time to time by the Board.

2.03 Head Office. The head office of the Corporation shall be in Ottawa, or such other location in Ontario and at such address as the Board of Directors may from time to time by resolution determine in accordance with the Act. Should the Board of Directors approve such a change, the Corporation shall send to the Director a notice of registered office in the form that the Director fixes.

2.04 Fiscal Year End. The financial year end of the Corporation shall be determined by the Board of Directors.

SECTION 3 – BOOKS AND RECORDS

3.01 Corporate Records. The following records shall be kept at the head office of the Corporation or at such other place as the Directors may from time to time by resolution determine:

- a) a copy of the constituting documents of the Corporation and the By-laws of the Corporation;
- b) the register of all Members;
- c) the register of all Directors, with the dates on which each became or ceased to be a Director;

- d) minutes of all proceedings at meetings of the Members and meetings of the Board of Directors; and
- e) any other books and records of the Corporation required by the By-laws, applicable statute or law to be regularly and properly kept.

3.02 Accounting Records. Proper accounting records with respect to all financial and other transactions of the Corporation shall be kept by the Corporation at the head office of the Corporation or at such other place in Canada as the Directors think fit, and shall at all times be open to inspection by the Directors.

3.03 Annual Financial Statements. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 4 – MEMBERS

4.01 Eligibility. There shall be two classes of Members in the Corporation, namely, Class A Members and Class B Members. 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. All Members must be individual persons as membership is not open to corporations or other legal entities.

The following conditions of membership shall apply:

Class A Members

- a) Class A voting membership shall be available only to individuals over the age of 18 who are either (i) Alpine Ontario Aplin (“AOA”) members in good standing, or (ii) coaches with current service contracts with the Corporation who are registered with and a member in good standing with the Canadian Ski Coaches’ Federation. All individuals must be interested in furthering the Corporation’s purposes and have applied for and been accepted for Class A voting membership in the Corporation.
- b) The term of membership of a Class A voting Member shall be annual and subject to renewal in accordance with the policies of the Corporation.
- c) As set out in the Articles, each Class A voting Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Class A voting Member shall be entitled to one (1) vote at such meetings.

Class B Members

- a) Class B non-voting membership shall be available only to individuals of any age who are (i) AOA members in good standing, and (ii) enrolled in an AOA sanctioned program at the Member Club (i.e. U10, U12, U14, U16, U18, FIS), and (iii) who have been accepted for Class B non-voting membership in the Corporation.
- b) The term of membership of a Class B non-voting Member shall be annual and subject to renewal in accordance with the policies of the Corporation.
- c) Subject to the Act and Articles, a Class B non-voting Member shall not be entitled to receive notice of, attend or vote at meetings of the Members of the Corporation.

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 if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

4.02 Membership Dues. There shall be no dues payable by Members for membership in the Corporation unless otherwise directed by the Board of Directors in the Corporation.

4.03 Termination of Membership. A membership in the Corporation is terminated when:

- a) the Member dies;
- b) a Member fails to maintain any qualifications for membership described in Section 4.01 of these By-laws;
- c) 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;
- d) the Member is expelled in accordance with Section 14.08 or the membership is otherwise terminated in accordance with the Articles or By-laws;
- e) the Member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon the termination of membership, the rights of Members, including any rights in the property of the Corporation (if any) automatically cease to exist.

SECTION 5 – MEETINGS OF MEMBERS AND VOTING AT MEETINGS

5.01 Annual Meetings. Subject to the Act, an annual meeting of the members of the Corporation shall be held at least once in every calendar year. The annual meeting shall be held at such place within Ontario and on such date and time as the Directors determine and shall in addition to other business that may be transacted, provide to the Members a report of the Directors of the Corporation, and the financial statements for the year end shall be presented to the Members of the Corporation and any other documentation required to be provided to the Members pursuant to the Act.

5.02 Special General Meetings. The Directors may, at any time, call a Special General Meeting of the Members, for the transaction of any business specified in the notice of the meeting.

5.03 Persons Entitled to Be Present. The only persons entitled to be present at a meeting of members shall be Members, Directors, Officers of the Corporation, and the public accountant of the Corporation and such other persons who are entitled or required under the Act, Articles of By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on invitation of the chair of the meeting or by an ordinary resolution of the Members. For further certainty, although all Members are entitled to be present at a meeting of the members, subject to the Act, Articles and By-laws, only those Members entitled to vote at the Members' meeting are entitled to cast a vote at the meeting.

5.04 Location of Meetings. Meetings of the Members may be held in Ottawa or at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, at any place outside Ontario or Canada.

5.05 Notice of Meetings. Notice in writing of the time and place of each meeting of members shall be given to the Directors and each Member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) 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.

Notice of a Special General Meeting of Members shall state the nature of the business to be transacted in sufficient detail to permit the Members to form a reasoned judgment thereon.

5.06 Chair of the Meeting. In the event that the President of the Board is absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.07 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 5% of the Members entitled to vote at the meeting. 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.

5.08 Votes to Govern. At any meeting of members every question shall, unless otherwise provided by the Articles, By-laws or 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. Members must be present at the meeting to vote.

5.09 Show of Hands. At any meeting of the Members, subject to Section 171 of the Act, unless a ballot is demanded, any vote may be taken by a show of hands by the Members present.

5.10 Attendance re Electronic Means. If a request is made to participate by alternative means, then the Corporation may choose 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.

5.11 Meetings Held By Electronic Means. 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.

SECTION 6 – BOARD OF DIRECTORS

6.01 Composition of the Board. The affairs of the Corporation shall be managed by the Board of Directors. The Board shall consist of the number of Directors set out in the Corporation's Articles. If the Articles provided for a minimum and maximum number of directors, the Board shall be comprised of the fixed number of directors as determined from time to time by ordinary resolution of the Members. In the case of a soliciting corporation, the minimum number of

directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation.

6.02 Applicants of Incorporation. 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 by the Members. At the first meeting of members, the Board of Directors then elected shall replace the provisional directors named in the Articles.

6.03 Additional Directors. Subject to the Act and Articles, 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 shall not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members.

6.04 Code of Conduct. The Board of Directors may approve a Code of Conduct that will set out standards (not inconsistent with these By-laws) by which the Board of Directors shall govern the Corporation and which relate to the management and operation of the Corporation.

6.05 Qualification. Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director. A Director must be a Member of the Corporation.

6.06 Election and Term. The Members will elect the Directors at each annual general meeting of the Members. Directors shall be elected to hold office for a term of two (2) years. A Director shall serve no more than three (3) consecutive terms.

6.07 Vacation of Office. Each Director shall hold office as a Director until:

- a) the Director resigns by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later;
- b) the Director is found to be of unsound mind by a court of competent jurisdiction;
- c) the Director dies or becomes otherwise incapable of acting as a Director;
- d) the Director is removed from office by the Members; or
- e) the Director's term expires in accordance with Section 6.06.

6.08 Vacancy. In the event that a vacancy in the Board of Directors occurs due to one of the events described in Section 6.07, the Directors remaining in office may fill such vacancy or vacancies in the Board, subject to the Act. A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

6.09 Remuneration. Directors shall not be remunerated for their services as Directors, and no Director shall directly or indirectly receive any profit from their position as a Director, provided that they shall be reimbursed for their reasonable expenses properly incurred by them in the performance of their 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 reasonable compensation therefore.

SECTION 7 – MEETINGS OF THE BOARD AND COMMITTEES

7.01 Meetings of the Board. Meetings of the Board may be called by the President of the Board or any two (2) Directors at any time.

7.02 Notice of Meeting. Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than three (3) days before the time when the meeting is to be held. 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) of the Act that is to be dealt with at the meeting.

7.03 Quorum. A quorum at any meeting of the Directors shall be a majority of Directors in office. If a quorum is present at the opening of a meeting of Directors, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

7.04 Votes to Govern. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question, except for when a special resolution is required pursuant to these By-laws, the Articles or the Act. 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.

7.05 Committees. The Board may 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. 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.

7.06 Meeting Participation. Any Director may, if all the Directors of the Corporation consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Directors or of a committee of Directors in the

manner provided by the Act. A Director participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, a Director participating in a meeting of Directors or of a committee of Directors 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.

SECTION 8 - OFFICERS

8.01 Description of Offices. Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) President – The President must be a Director of the Corporation. The President, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The President shall have such other duties and powers as the Board may specify.
- b) Secretary/Chief of Membership – 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.
- c) Treasurer – If appointed, the Treasurer shall have such powers and duties as the Board may specify.
- d) Past President – If appointed, the Past President shall have such powers and duties as the Board may specify.
- e) Chief of Officials and Training – If appointed, the Chief of Officials and Training shall have such powers and duties as the Board may specify.
- f) Chief of Equipment – If appointed, the Chief of Equipment shall have such powers and duties as the Board may specify.
- g) Chief of Programs – If appointed, the Chief of Programs shall have such powers and duties as the Board may specify.

- h) Chief of Timing & Calculations – If appointed, the Chief of Timing & Calculations shall have powers and duties as the Board may specify.
- i) Chief of Member Communications – If appointed, the Chief of Member Communications shall have powers and duties as the Board may specify.
- j) U18 Programs Chair – If appointed, the U18 Programs Chair shall have such powers and duties as the Board may specify.
- k) U16 Programs Chair – If appointed, the U16 Programs Chair shall have such powers and duties as the Board may specify.
- l) U14 Programs Chair – If appointed, the U14 Programs Chair shall have such powers and duties as the Board may specify.
- m) U12 Programs Chair – If appointed, the U12 Programs Chair shall have such powers and duties as the Board may specify.
- n) U10 Programs Chair – If appointed, the U10 Programs Chair 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 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.

8.02 Vacancy in Office. The Board may remove by ordinary resolution any officer of the Corporation at any time. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed;
- b) the officer's resignation;
- c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- d) 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.

8.03 Term. The officers of the Corporation shall hold office for a term of two (2) years from the date of appointment or until such time as their successors are appointed.

8.04 Appointment. Officers of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members or otherwise as determined by the Board of Directors in its sole discretion.

8.05 Attendance at Directors Meetings. The Directors may invite the officers of the Corporation to attend and participate (but not vote) in any regular meetings of the Board of Directors.

SECTION 9 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Standard of Care. Every Director and officer of the Corporation in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and officer of the Corporation shall comply with the Act, the Articles and the By-laws.

9.02 Limitation of Liability. Provided that the standard of care required of the Director or officer under the Act and the By-laws has been satisfied, and subject to applicable legislation, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or officer's own wilful neglect or default or otherwise result from the Director or officer's failure to act in accordance with the Act, Regulations, or any applicable legislation..

9.03 Indemnity of Directors and Officers. Subject to the Act, Articles and By-laws, every Director of the Corporation 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 sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

9.04 Insurance. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to subsection 9.03 against any liability incurred by the individual:

- a) in the individual's capacity as a Director, or an officer of the Corporation; or
- b) in the individual's capacity as a Director, or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 10 - NOTICES

10.01 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 of Directors, 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 auditors shall be sufficiently given:

- a) 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; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose;

10.02 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board or the auditors, 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 11- AMENDMENTS

11.01 Amendments. These By-laws may be amended by the Directors of the Corporation. Such proposed amendments shall be presented to the membership at the following annual general meeting or a special meeting called for such purpose. A special resolution of Members is required to make any changes to the Articles or By-laws of the Corporation which are prescribed by section 197 of the Act.

SECTION 12 – BANKING

12.01 Banking. 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.

SECTION 13 – EXECUTION OF DOCUMENTS

13.01 Execution of Documents. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation and which are in a form acceptable to the Board, may be signed by any two (2) of its Directors.

SECTION 14 – POWERS OF DIRECTORS

14.01 Administration of Affairs. Subject to the Act and any Unanimous Members Agreement, 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 Articles or otherwise authorized to exercise and do.

14.02 Expenditures. Subject to the Act and the Articles, 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.

14.03 Borrowing Powers. The Directors of the Corporation may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c) give a guarantee on behalf of the Corporation to secure the performance of an obligation of any person; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation. The Directors may, by resolution, delegate the powers in this 14.03 to a committee of Directors or an Officer.

14.04 Investment of Funds For the attainment of the purpose set out in Section 14.03 above and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Act or any applicable legislation and without limited the generality of the foregoing:

- a) To invest and reinvest the funds of the Corporation in such manner as determined by the Directors from time to time, including investments in mutual funds, and in making such investments, the Board of Directors shall be governed by any legislation applicable thereto, as amended from time to time, as well as the power to subdelegate investment decision making to qualified investment managers;
- b) To accept and carry into effect any trust consistent with the purpose of the Corporation; and
- c) To establish a common trust fund, in which donations received by the Corporation, whether or not designated, are combined for the purpose of facilitating investment and to operate such fund in accordance with terms of reference established by the Board of Directors from time to time.

14.05 Donations and Gifts. The Board of Directors shall take such steps as they 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 purposes of the Corporation.

14.06 Appointment of Agents. 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.

14.07 Payment of Agent Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution.

14.08 Expulsion of Member. 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, By-laws, or written policies, or the Code of Conduct of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or

- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member 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.

SECTION 15 – APPOINTMENT OF AUDITORS

15.01 Appointment of Auditors. At each annual general meeting, the Members of the Corporation shall appoint an auditor or accountant as may be required, to review the financial books and records of the Corporation.

SECTION 16 - EFFECTIVE DATE

16.01 Effective Date. Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board. All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws.

16.02 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.

SECTION 17 – DISPUTE RESOLUTION

17.01 Dispute Resolution. In the event that a dispute or controversy among Members, Directors, Officers, Committee Members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, Committee Members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of

the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b) The number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

SECTION 18 – INTERPRETATION

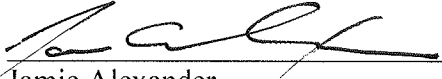
18.01 Interpretation. In these By-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to “person” includes an individual, body corporate, partnership, trust and unincorporated organization unless otherwise specified.

SECTION 19 – COUNTERPART

19.01 Counterpart. These By-laws may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one document. Delivery of an executed counterpart by facsimile or transmitted electronically in legible form, including without limitation in a tagged image format file (TIFF) or portable document format (PDF), shall be equally effective as delivery of a manually executed counterpart of these By-laws.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 4th day of May, 2015 and confirmed by the Members of the Corporation by special resolution on the 4th day of May, 2015.

Dated as of the 4th day of May, 2015.



Jamie Alexander

Anne Lefebvre

Clint Lefebvre

Brent Allen

Jay Swayze

Richard Duff