

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

NATIONAL CAPITAL DIVISION ALPINE

(the "Corporation")

BE IT ENACTED as a by-law 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 Ontario Corporations Act, R.S.O. 1990, C. 38, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"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;

"Letters Patent" means the letters patent incorporating the Corporation, as amended from time to time;

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

"Meeting of members" includes an annual meeting of members or a special meeting of members;

"NCD" means the National Capital Division Alpine;

"Officer" means any one or more individuals, respectively, who have been appointed as officers of the Corporation in accordance with the Bylaws;

"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; and

“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.

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

2.01 Objects. 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 National Capital Division 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 provisions of prizes, awards and distinctions in the National Capital region.

2.02 Corporate Name. The name of the Corporation shall be the National Capital Division Alpine.

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

2.04 Head Office. The head office of the Corporation shall be in Ottawa, or such location in Ontario and at such address as the Directors may from time to time by resolution determine.

2.05 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 those documents which created the Corporation and the By-laws of the Corporation;
- b) the names of all Member Clubs and Members;
- c) the names and addresses of all persons who are 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.

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.

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. Alpine Ontario Alpin (AOA) membership in good standing is a mandatory prerequisite for NCD membership. 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 eighteen, interested in furthering the Corporation's purposes and who 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, subject to renewal in accordance with the policies of the Corporation.

c. 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 alpine ski racers of any age who are enrolled in an AOA sanctioned program at the Member Club (i.e. Entry level, Nancy Greene, U10, U12, U14, U16, U18, FIS) who have applied and have been accepted for Class B non-voting membership in the Corporation, and who will not have a right to vote in the Corporation.

b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

c. 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.

Comment [b1]: This leaves it to the corp to determine criteria for acceptance which is fine. But we should document our criteria. Registration with AOA specifying one of the member clubs should be the criteria in my opinion. This would allow membership to include volunteers/officials who may not have active athletes. But it might exclude a lot of parents who don't bother to register.

4.02 Membership Dues. There shall be no dues payable by Members for membership 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's conduct does not support the mission and goals of the NCD or breaches the established Code of Conduct, as determined by a super majority of the Board
- e. the Member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

SECTION 5 – MEETINGS OF MEMBERS AND VOTING AT MEETINGS

5.01 Annual Meetings. An annual meeting of the Corporation shall be held at least once in every calendar year in May. 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. The Annual Meeting shall be used for the election and appointment of Directors, unless this matter is deferred until a subsequent Special General Meeting in that year.

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. Members, non-members, Directors and Officers of the Corporation are entitled to be present at a meeting of members. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, articles, Letters Patent and By-laws are entitled to cast a vote at the meeting.

3.04 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.

5.04 Notice of Meetings. Notice in writing of the time and place of each meeting of Members shall be given not less than 21 days before the day on which the meeting is to be held, to the

Directors and each Member entitled to vote at the meeting. 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.

5.05 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.

5.06 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.

5.07 Votes to Govern. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or Letters Patent 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. Members must be present at the meeting to vote.

5.08 Show of Hands. At any meeting of the Members, unless a ballot is demanded, any vote may be taken by a show of hands by the Members present.

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 composition of the Board may include:

a) up to ~~eleven (11) Directors~~ four elected by the Members of the Corporation, each of whom shall sit on the Board of Directors as voting members of the Board, ~~with the following positions:~~

- ~~i) Chair~~
- ~~ii) Secretary~~
- ~~iii) Treasurer~~
- ~~(iv) U18 Programs Chair~~
- ~~(v) U16 Programs Chair~~
- ~~(vi) U14 Programs Chair~~
- ~~(vii) U12 Programs Chair~~
- ~~(viii) U10 Programs Chair~~

Comment [b2]: Do we really want to allow up to eleven? A max of six seems more appropriate.

b) up to two (2) Directors appointed by the Board, at the Board's discretion, each of whom shall sit on the Board of Directors as voting members of the Board, with the following positions:

i) Past Chair

ii) Officials Chair

~~iii) Equipment Chair~~

6.02. Code of Conduct. The Board of Directors may approve a Code of Conduct that will set out standards by which the Board of Directors shall govern the Corporation.

6.03 Member Club Representatives. The following positions shall be appointed by the Member Clubs, each of whom shall sit on the Board of Directors as voting members of the Board:

i) Calabogie Ski Racing Club President or designate

ii) Camp Fortune Ski Racing Club ~~Club~~ President or designate

iii) ~~Upper Ottawa Valley~~NCO Club President or designate

6.04 Qualification. Each Director shall be an individual who is a Class A Member. 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.

6.05 Election and Term. , The Members will elect the Directors at each annual meeting of the Members or such other general meeting, if required. Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of Members following the election. A Director shall serve no more than three (3) consecutive terms.

6.06 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;

e) the Director is removed by the other Directors due to absence from more than three (3) consecutive meetings of the Board, unless a majority of the remaining Directors determine otherwise.

f) the Director is removed by the other Directors, by a super-majority vote of no less than two thirds (2/3), for conduct inconsistent with the mission and goals of the Corporation or for breach of the Code of Conduct.

6.07 Vacancy. In the event that a vacancy in the Board of Directors occurs due to one of the events described in Section 6.06, 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 her predecessor.

6.08 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 and/or where practicing their profession.

SECTION 7 – MEETINGS OF THE BOARD AND COMMITTEES

7.01 Meetings of the Board. 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.

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 7 days before the time when the meeting is to be held.

7.03 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.

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 super majority is required. 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.

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. Chair of the Board - The chair of the board, if one is to be appointed, shall be a Director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the Board may specify.

~~b. Vice Chair of the Board—The vice chair of the board, if one is to be appointed, 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, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice chair shall have such other duties and powers as the board may specify.~~

c. Secretary – ~~The secretary of the board, if one is to be appointed, shall be a Director. If appointed, the~~ 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.

d. Treasurer — ~~The treasurer of the board, if one is to be appointed, shall be a Director. If appointed, the~~ The treasurer shall have such powers and duties as the board may specify.

~~e. Membership Communications Chair – The person responsible for membership communications, if one is to be appointed, shall be a Director. The Membership Communications 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 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.

8.02 Vacancy in Office. 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:

- 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.

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, the Letters Patent 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, 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 or the regulations.

9.03 Indemnity of Directors and Officers.

(a) Subject to the Act, the Corporation may indemnify a Director, an Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

(i) the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

(b) The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

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 Letters Patent, 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 at any Annual General Meeting of the Corporation provided that:

- a) a copy of the proposed amendment has been filed with the Treasurer of the Corporation at least forty (40) days before the Annual General Meeting; and
- b) a copy thereof has been posted by registered mail and by email to the office of the Corporation and to each Member Club at least thirty (30) days before such Annual General Meeting; and
- c) provided that such amendment is passed by at least 75% of the votes of the Member Clubs represented by delegates at the meeting

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 may be signed by any two (2) of its Officers or Directors.

SECTION 14 – BORROWING POWERS

14.01. Borrowing Powers. In order to carry out the purposes of the Corporation, the Directors may, pursuant to a special resolution, on behalf of and in the name of the Corporation, raise or secure the payment or repayment or money in the manner they decide.

SECTION 15 – APPOINTMENT OF AUDITORS

15.01. Appointment of Auditors. At each Annual General Meeting, the Board of Directors shall appoint an auditor or accountant as may be required, to review the financial books and records of the Corporation, and the Members shall be informed of such appointment. Such auditor or accountant may be removed by ordinary resolution of the Board.

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.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the ____ day of _____, 201_ and confirmed by the members of the Corporation by special resolution on the ____ day of _____, 201_.

Dated as of the ____ day of _____, 201__.

[Indicate name of director/officer]