

**ALPINE CANADA ALPIN  
BY-LAW NO. 1**

A By-law relating generally to the conduct of the affairs of Alpine Canada Alpin (the “**Corporation**”), a national sport organization in Canada which is the governing body for the sports of alpine skiing, para- alpine skiing and ski cross and manages the national teams of all three disciplines.

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

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## ARTICLE 1 – DEFINITIONS

- 1.0 In this By-law and all other By-laws of the Corporation, unless the context otherwise specifies or requires, the following terms shall have the following meanings, respectively:
- (a) **“Act”** means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations, and any statute or regulations that may be substituted, as amended from time to time;
  - (b) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - (c) **“Athletes’ Council”** means a group of athletes, as described in a terms of reference, that has meaningful representation at the Board level. The council shall include at least three individuals selected by each of the national teams for the sports of alpine skiing, para-alpine skiing and ski cross;
  - (d) **“Board”** means the board of directors of the Corporation;
  - (e) **“By-law”** means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect;
  - (f) **“Canada District”** means the country of Canada other than the Provinces of British Columbia, Alberta, Ontario and Quebec;
  - (g) **“Director”** means a member of the Board;
  - (h) **“Governance Committee”** has the meaning set forth in Subsection 9.1(b);
  - (i) **“Independent”** means that a Director or prospective Director has no fiduciary obligation to any body for alpine at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in alpine skiing does not alone cause a person not to be independent). A person who would not otherwise be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non-independence;
  - (j) **“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;
  - (k) **“Member”** has the meaning set forth in Section 4.0;

- (l) **“Other Officers”** has the meaning set forth thereto in Section 8.0;
- (m) **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution;
- (n) **“President”** has the meaning set forth in Section 8.0;
- (o) **“Proposal”** means a proposal submitted by a Member that meets the requirements of section 163 of the Act (*Right to submit and discuss*);
- (p) **“PTSO”** means any one of the provincial or territorial sports organizations which serves as the governing body for alpine skiing, para-alpine skiing and ski cross in their respective jurisdictions;
- (q) **“PTSO Chairs Committee”** has the meaning set forth thereto in Subsection 9.1(c);
- (r) **“Registered Participant”** has the meaning set forth in Section 6.0;
- (s) **“Regulations”** means the regulations made under the Act in effect from time to time; and
- (t) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **ARTICLE 2 – INTERPRETATION AND MISCELLANEOUS**

- 2.0 In the interpretation of these By-laws, words in the singular include the plural and vice-versa and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2.1 Other than as specified in Section 1.0, words and expressions defined in the Act have the same meanings when used in these By-laws.
- 2.2 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.
- 2.3 The financial year end of the Corporation shall be determined by the Board.
- 2.4 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any 2 of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer of the Corporation may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

- 2.5 Except as provided in the Act, in the event of a dispute, the Board shall have the authority to make an interpretation concerning any word, term or phrase in these By-laws which is ambiguous, contradictory or unclear, and in the event of a dispute between the English and French versions of these By-laws, the English version shall prevail.
- 2.6 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 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 may by resolution from time to time designate, direct or authorize.

### **ARTICLE 3 – REGISTERED OFFICE**

- 3.0 The place of the registered office and the records of the Corporation shall be in the Province of Alberta or at such other location within Canada as may be determined by the Board.

### **ARTICLE 4 – MEMBERSHIP**

- 4.0 There shall be one class of Members in the Corporation. Membership is open to any recognized PTSSO interested in furthering the purposes of the Corporation, which has applied for and been accepted into membership in the Corporation by Ordinary Resolution of the Board or in such other manner as may be determined by the Board.
- 4.1 Each Member shall be entitled to receive notice of, attend and vote at any Meeting of Members. Each Member shall be entitled to a minimum of 1 vote, and the Members from British Columbia, Alberta, Ontario and Quebec shall each be entitled to an additional 6 votes. This means that the Members from each of British Columbia, Alberta, Ontario and Quebec will have 7 votes and the Canada District collectively will have 7 votes.
- 4.2 Notice of the time and place of a Meeting of Members shall be given to each Member by the following means:
- (a) by mail, courier or personal delivery to each Member, 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 to each Member, during a period of 21 to 35 days before the day on which the meeting is to be held.

As contemplated by Section 197(1) of the Act (*Amendment of articles or by-laws*), a Special Resolution of the Members is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

- 4.3 The Board shall call a special meeting of Members on a written requisition of Members carrying not less than 4 votes (or such lesser number as may be required under section 167 of the Act (*Requisition of meeting*)). If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.
- 4.4 The Members may, by Special Resolution of the Members, suspend or expel any Member from the Corporation for any one or more of the following:
- (a) violating any provision of the Articles or By-laws; or
  - (b) carrying out any conduct which may be detrimental to the Corporation.
- 4.5 In the event that a proposal is made that a Member should be expelled or suspended from membership in the Corporation, the President or such Other Officer as may be designated by the Board, shall provide 20 days' notice of such proposal to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President and the Members in response to the notice received within 20 days of the receipt of such notice. The concerned Member may attend the special meeting of Members called with respect to its proposed suspension or expulsion. If written submissions are received in accordance with this Section, the Members will consider such submissions and such other material and information as they deem appropriate and necessary in arriving at a final decision and shall notify the Member concerning such final decision within 20 days from the date of the special meeting of Members. The decision of the Members shall be final and binding on the Member, subject only to the rights of the Member to seek review of the decision under the rules of the Sport Dispute Resolution Centre of Canada.
- 4.6 A membership in the Corporation is terminated when:
- (a) the Member is dissolved or wound up;
  - (b) the Member fails to maintain any qualifications for membership described in Section 4.0;
  - (c) the Member resigns by delivering a written resignation to the chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
  - (d) the Member is expelled in accordance with Section 4.5 or is otherwise terminated in accordance with the Articles or By-laws; or
  - (e) the Corporation is liquidated or dissolved under the Act.
- 4.7 Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

- 4.8 As contemplated by Section 197(1) of the Act (*Amendment of articles or by-laws*), a Special Resolution of the Members is required to make any amendment to add, change or delete all or any part of Sections 4.0 to 4.8 inclusive.

#### **ARTICLE 5 – MEETING OF MEMBERS**

- 5.0 Subject to compliance with section 159 of the Act (*Place of Meetings*), Meetings of Members may be held at any place within Canada as determined by the Board.
- 5.1 The annual meeting of Members shall be held at such time and on such day of each year as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing an auditor if required by the Act or the Articles, and for the transaction of such other business as may be properly brought before the meeting. Notwithstanding the foregoing, an annual meeting of Members shall be held not later than 6 months after the date of each fiscal year end of the Corporation and within 15 months of the last annual meeting of Members.
- 5.2 The chair of each PTSO, or its duly appointed delegate by proxy as set forth in Section 5.3, shall be the only person entitled to vote on behalf of the PTSO at a Meeting of Members.
- 5.3 The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, which for greater certainty shall be the chair of each PTSO (or its duly appointed delegate by proxy as hereinafter set forth), the Directors and the auditors of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By- laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting. Any individual over the age of 21 years may be a delegate by proxy. Each proxy must be in writing and the form of proxy or reminder of the proxy right must be included with the notice of the Meeting of Members.
- 5.4 A notice of any Meeting of Members wherein special business will be conducted shall contain sufficient information so as to allow a Member to make a reasoned judgment on the decision to be taken.
- 5.5 A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be Members holding a majority of the votes of the Corporation. 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.
- 5.6 At any Meeting of Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, either on a show of hands, a ballot or the results of electronic voting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to have been defeated.

- 5.7 If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in accordance with the Regulations. 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 Regulations, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose. In accordance with the Regulations, the Corporation shall establish procedures for collecting, accounting and reporting the results of voting by means of a telephonic, electronic or other communication facility that
- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
  - (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes.

#### **ARTICLE 6 – REGISTERED PARTICIPANTS**

- 6.0 A person may become a participant in the Corporation (“**Registered Participant**”). Registered Participants are those individuals who are engaged in activities that are provided, sponsored, promoted, supported or sanctioned by the Corporation. Without limiting the generality of the foregoing, Registered Participants include, but are not limited to:
- (a) recreational and competitive alpine skiers;
  - (b) members of national and provincial alpine ski teams in all disciplines;
  - (c) coaches, officials, event organizers and administrators of provincial and territorial alpine associations and local alpine ski clubs;
  - (d) members of provincial and territorial alpine ski associations or related alpine ski associations; and
  - (e) volunteers who serve on local executives, committees and boards of directors of alpine ski associations.
- 6.1 In all cases, the identity of the above individuals is to be recorded with a PTSO. Registered Participants may pay a program or license fee for services rendered but they are not deemed to be Members and accordingly, shall not be entitled to receive notice of, or be present or vote at any Meeting of Members.
- 6.2 Registration and Fees – The Corporation will maintain a policy, as amended from time to time, that will determine the requirements of individuals to be considered a Registered

Participant, including definitions, scope and application, provisions, and fee structure in the Corporation's *Registered Participant Policy*. Registered Participant fees, if any, must be reported and paid before the end of the Corporation's fiscal year end.

- 6.3 Suspension and Expulsion – A Registered Participant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Registered Participants.
- 6.4 Notwithstanding the requirements of the above, the Board shall have the authority to suspend or expel any Registered Participant from the Corporation for any one or more of the following grounds:
- (a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
  - (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/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.
- 6.5 If a proposal is made that a Registered Participant should be expelled or suspended from registration in the Corporation, the President or such Other Officer as may be designated by the Board, shall provide 20 days' notice of such proposal to the Registered Participant and shall provide reasons for the proposed suspension or expulsion. The Registered Participant may make written submissions to the President and the Board in response to the notice received within 20 days of the receipt of such notice. If written submissions are received in accordance with this Section, the Board will consider such submissions and such other material and information as they deem appropriate and necessary in arriving at a final decision and shall notify the Registered Participant concerning such final decision within 20 days from the date of the meeting of the Board. The decision of the Board shall be final and binding on the Registered Participant, subject only to the rights of the Registered Participant to seek review of the decision under the rules of the Sport Dispute Resolution Centre of Canada.

## **ARTICLE 7 – DIRECTORS**

- 7.0 Each Director has a fiduciary duty to the Corporation. The Board is responsible for the supervision of the management of the activities and affairs of the Corporation and shall set its overall strategic direction. The Board is hereby granted such powers and authority as are reasonably required to carry out the aforesaid duties and responsibilities.
- 7.1 The Board shall be comprised of a minimum of 10 and maximum of 15 Directors. Each Director shall serve without remuneration; provided, however, that a Director will be reimbursed for all reasonable expenses incurred in carrying out their duties as a member of the Board.



- 7.2 To be eligible to serve as a Director, an individual must:
- (a) Be Independent
  - (b) Be 21 years of age or older
  - (c) Be a resident of Canada as defined in the *Income Tax Act*;
  - (d) Have the power under law to contract;
  - (e) Not have been declared incapable by a court in Canada or in another country;
  - (f) Not have the status of bankrupt.
- 7.3 No individual currently serving as an employee or contractor of the Corporation may be a Directors. No Directors may become the senior staff person (or interim senior staff person) of the Corporation during their term as a Director or for twelve months thereafter.
- 7.4 The candidates for Director shall be comprised of those individuals named in the slate prepared by the Governance Committee who are eligible and duly nominated per any requirements as determined.
- 7.5 Subject to any shorter period that may be prescribed pursuant to subsection 128(3) of the Act (*Election of directors*) and subject to different terms which may be created for any Directors who are elected concurrent with the adoption and approval of this by-law in order to create staggered terms, all Directors shall be elected to hold office for a term of 3 years by Ordinary Resolution of the Members at the annual meeting of Members.
- 7.6 Directors will serve up to a maximum of nine (9) years except:
- (a) Directors serving at the time of the ratification of these By-laws who have exceeded the maximum term limit of nine (9) consecutive years will retain their position for the remainder of the term; and
  - (b) An individual who serves as the Chair or who serves on the Board of the International Ski Federation (FIS) may serve an additional three (3) years
- (a) The slate of candidate Directors prepared by the Governance Committee shall take into account those Directors whose terms will not have expired prior to the annual meeting of Members for which the slate is being prepared and be put to the Members for a vote at such annual meeting of Members, at which meeting, subject to subsection 163(5) of the Act (*Proposal nominating directors*), the Members may:
- (i) elect the slate in its entirety; or

- (ii) reject the slate in its entirety, and if so rejected, the Directors holding office immediately preceding the annual meeting of Members shall:
  - (A) consult the Governance Committee and propose a new slate of Directors to be put to the Members for a vote at a special meeting of Members to be called within 6 months of the date of the foregoing annual meeting, and at such special meeting, the Members may elect the slate in its entirety or reject the slate in its entirety and,
  - (B) if the slate is so rejected, the Directors holding office immediately preceding the special meeting of Members shall call, without delay, another special meeting of Members to elect Directors to be nominated by Members.

- 7.7 The Directors holding office immediately preceding the annual meeting of Members shall continue in office, notwithstanding that they may have reached a term limit, until the new slate of Directors is elected at a special meeting as described above.
- 7.8 Vacancy - Vacancies on the Board which arise between annual general meetings of the Members, howsoever caused, may be filled by the Board. Any Director appointed to the Board to fill a vacancy in such manner shall serve, for the remainder of the term for the Director whose vacancy is filled.
- 7.9 Except for matters referred to in subsection 138(2) (*Limits on authority*) of the Act, the Board may delegate any power or duty conferred or imposed on it to a committee or to any employee or agent of the Corporation.
- 7.10 Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any 2 Directors at any time.
- 7.11 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 7.15 to every Director not less than 48 hours before the time when the meeting is to be held, subject always to the provisions of Subsection 7.15(a) in connection with a notice sent by mail. 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.
- 7.12 Unless the By-laws otherwise provide, 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 (*Limits on authority*) that is to be dealt with at the meeting.
- 7.13 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing

the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (*Notice of meeting*) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

- 7.14 A quorum at any meeting of the Board shall be a majority of the Directors.
- 7.15 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to have been defeated.
- 7.16 The Members may by Ordinary Resolution of the Members at a special meeting remove any Director or Directors from office.
- 7.17 The office of any Director will be vacated automatically if:
- (a) The Director resigns
  - (b) The Director is found to be incapable of managing property by a court or under federal law;
  - (c) The Director is found by a court to be of unsound mind
  - (d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
  - (e) The Director dies
- 7.18 In the event of a vacancy due to resignation, death or removal from office of a Director or Directors, the Board may by resolution appoint a successor to fill the vacant position(s) for the remainder of the unexpired term; provided that the number of successor Directors so appointed shall not at any time exceed one-third (1/3) of the number of Directors who held office at the expiration of the last annual meeting of Members.
- 7.19 A notice of the time and place of a meeting of the Directors shall be given to each Director by the followings means:
- (a) by mail, courier or personal delivery to each Director; provided that if a notice is sent by mail, the notice shall be sent not later than 7 days before the time when the meeting is to be held; or
  - (b) telephonic, electronic or other communication facility to each Director.

## ARTICLE 8 – OFFICERS

- 8.0 The Board shall appoint the chair of the Board and vice-chair of the Board, each for a term of two years provided that the term of their appointment does not exceed their term as a Director.
- (a) The Chair may only serve as chair of the Board for a maximum of six (6) years.
- 8.1 The Board shall also appoint the president of the Corporation (“**President**”) on the terms hereinafter set forth and specify their respective duties. Subject to the Act, the Board may delegate to the President the power to manage the affairs of the Corporation and appoint any other officers of the Corporation (“**Other Officers**”); for greater certainty, the authority to appoint such Other Officers by the President is subject to prior board approval/delegation. A Director may be appointed to any office of the Corporation.
- 8.2 The Board may, by Ordinary Resolution, remove an Officer from their position and appoint another individual for the remainder of the unexpired term. Removal from an Officer position does not affect the individual’s status as a Director.
- 8.3 Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers of the Corporation set forth below shall have the following duties and powers associated with their positions:
- (a) Chair of the Board - The chair of the Board shall be a Director. The chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The chair shall have such other duties and powers as the Board may specify, including without limitation, responsibility for the evaluation and setting of the compensation of the President, with input from the Board.
- (b) Vice-Chair of the Board - The vice-chair of the Board shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, shall, when present, preside at all meetings of the Board and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.
- (c) President - The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall report to the Board and shall not, for greater certainty, be a Director. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- 8.4 The powers and duties of all Other Officers shall be such as the terms of their engagement established by the President call for or the President requires of them. The President may from time to time and subject to the Act, vary, add to or limit the powers and duties of any of the Other Officers.

- 8.5 The President shall be appointed to hold office for such term as the Board shall determine and the other Officers shall be appointed for such term as the President shall determine. Notwithstanding the foregoing, the Board may at any time remove the President before the expiration of their term and the President may at any time remove any of the Other Officers before the expiration of their terms.

## ARTICLE 9 – COMMITTEES

- 9.0 Subject to the requirements of Section 9.1, 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. Subject to the requirements of Section 9.1, such committees or other advisory bodies may include directors and persons who are not directors. Any such committee may formulate its own rules or procedures, subject to such regulation or direction as the Board may from time to time make. A committee member shall serve without remuneration; provided, however, that a committee member will be reimbursed for all reasonable expenses incurred in carrying out their duties as a member of the committee. Any committee member may be removed by resolution of the Board.
- 9.1 The following standing committees shall be established by the Board. The President shall not be a member of these committees but shall attend meetings of the committees as determined by such committees and as appropriate.
- (a) Finance and Audit Committee - in addition to having such powers and duties as may be established by the Board from time to time, the finance and audit committee shall select and recommend to the Board the auditors of the Corporation, receive and analyze the annual budget of the Corporation and make recommendations to the Board in respect thereof, and, on a quarterly basis, monitor the internal financial statements of the Corporation and report to the Board thereon. The finance and audit committee shall have oversight of the fundraising activities of the Corporation. The chair of the finance and audit committee must be a member of the Board;
  - (b) Governance Committee - in addition to having such powers and duties as may be established by the Board from time to time, the governance committee ("**Governance Committee**") shall review all governance matters of the Corporation and provide guidance to the Board in respect thereof, prepare and put forward a slate of candidate Directors to be presented at the annual meeting of Members and, if applicable, special meeting of Members (provided, however, that the slate of candidate Directors shall be developed in accordance with a skills and representation matrix and such other criteria as may be established by the Board) and prepare an agenda for each annual meeting of Members for presentation to and approval by the Board. The Governance Committee, when the committee is fulfilling its nominations obligations, shall be composed of only those Directors who are not standing for re-election and other such individuals that the Board determines to be appropriate to serve on the Governance

Committee for this purpose. The chair of the Governance Committee must be a member of the Board;

- (c) PTSO Chairs Committee – in addition to having such powers and duties as may be established by the Board from time to time, the PTSO chairs committee (“**PTSO Chairs Committee**”) shall act as a forum for maintaining effective two-way communication between the chairs of the PTSO’s and the Corporation with a view to effective national coordination and collaboration on fundraising and athletic development. The Chair of the Board of the Corporation shall be the chair of this committee;
- (d) Athlete’s Council – shall consist of athletes and other individuals who are interested in furthering the objectives and goals of Athletes. For the purposes of this council, “**Athlete**” means a person currently on a national team or competing at the international level or a person who is retired and was a member of a national team or competed at the international level, not more than eight years previously, in an alpine skiing discipline.
  - (i) The Chair of the Athlete’s Council has a standing invitation to attend meetings of the Board in a non-voting capacity and the Board shall dedicate a standing item on its agenda to discuss Athlete matters;
- (e) HR, Diversity and Inclusion Committee - in addition to having such powers and duties as may be established by the Board from time to time, the human resources, diversity and inclusion committee will oversee the management of human capital, inclusion and diversity and equity initiative of the Corporation; and
- (f) Executive Committee – the committee shall have such powers and duties as may be established by the Board from time to time.

## **ARTICLE 10 – CONFLICT OF INTEREST**

- 10.0 Each Director shall disclose all private interests that compete with or may be at variance with any of the Director’s functions and duties for or on behalf of the Corporation or with the decisions, interests and/or business of the Corporation including the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation in accordance with section 141 of the Act (*Disclosure of interest*).
- 10.1 Directors shall maintain an arm’s length separation between their private interests and their functions and duties for and on behalf of the Corporation.
- 10.2 A Director who has a conflict of interest shall leave the meeting when a relevant matter is being discussed and refrain from voting on that matter at any meetings.

- 10.3 The disclosure by a Director of a conflict of interest and the absence of the Director from voting shall be recorded in the minutes of the relevant meeting.
- 10.4 A Director who absents themselves due to a conflict of interest shall be included in determining the quorum for the meeting.

#### **ARTICLE 11 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

- 11.0 Every Director and officer of the Corporation while exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer of the Corporation for the time being shall be liable for the acts, neglects or defaults of any other Director or officer of the Corporation or employee or for joining in an 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 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 of the monies of or belonging to the Corporation shall be placed out or invested or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his office. Notwithstanding the foregoing, nothing herein shall exclude a Director or officer of the Corporation from the duty to act in accordance with the Act or from liability for any breach thereof. The Directors for the time being 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.
- 11.1 Subject to the Act, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a Director or officer of the Corporation, and his heirs, executors, administrators and other legal representatives, from and against:
- (a) any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
  - (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation;

except where such liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation.

The Corporation shall also indemnify such persons in such other circumstances as the Act permits or requires. Nothing in this Section shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Section.

- 11.2 Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 11.1 against any liability incurred by him in his capacity as a Director or officer of the Corporation where he acts or acted in that capacity at the Corporation's request.

## **ARTICLE 12 – BORROWING POWERS**

- 12.0 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on banking business in Canada or otherwise as the Board 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(s) of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 12.1 The Board may, without authorization of the Members:
- (a) borrow money on the credit of the Corporation;
  - (b) issue, reissue, sell, pledge or hypothecate bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
  - (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
  - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal property of the Corporation to secure any debt obligation of the Corporation, including but not limited to, book debts, rights, powers, franchises and undertakings, to secure any such bonds, bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.
- 12.2 The powers hereby conferred are in supplement of and not in substitution for any powers possessed by the Directors or officers of the Corporation or by the Board independently of this By-law.
- 12.3 Any lender or other person with whom the Corporation is or may be dealing may be furnished with certified copies of this By-law and such lender or other person shall be entitled to rely on this By-law until receipt of a certified copy of a By-law of the Corporation amending or repealing this By-law.



## **ARTICLE 13 – ANNUAL FINANCIAL STATEMENTS**

13.0 The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act (*Annual financial statements*) or a copy of a publication of the Corporation reproducing the information contained in the documents not less than 21 days before the date set for the annual meeting of Members. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

## **ARTICLE 14 – METHOD OF GIVING ANY NOTICE**

14.0 Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise, to a Member, Director, officer of the Corporation, member of a committee of the Board or to the auditors of the Corporation shall be sufficiently given if:

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

14.1 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Corporation may change or cause to be changed the recorded address of any Member, Director, officer of the Corporation, auditors of the Corporation or member of a committee of the Board in accordance with any information believed by the Corporation to be reliable. The declaration by the Corporation that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer

of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **ARTICLE 15 – INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW**

15.0 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.

#### **ARTICLE 16 – OMISSIONS AND ERRORS**

16.0 The accidental omission to give any notice to any Member, Director, officer of the Corporation, member of a committee of the Board or auditors of the Corporation, 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.

#### **ARTICLE 17 – DISPUTES AND CONTROVERSIES**

17.0 Disputes or controversies among Members, Directors, officers of the Corporation, committee members or volunteers of the Corporation are as much as possible to be resolved in private meetings between the parties; provided, however, that in the event that any dispute or controversy cannot be so resolved, it shall be resolved in accordance with the rules of the Sport Dispute Resolution Centre of Canada.

#### **ARTICLE 18– AMENDMENT OF BY-LAWS**

18.0 Subject to the Articles, the Board may by resolution make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if the Members at the meeting reject it.


18.1 This Section does not apply to a By-law that requires a Special Resolution of the Members in accordance with subsection 197(1) of the Act (*Amendment of articles or by-laws*) because such a By-law, amendment or repeal is only effective when confirmed by Members.

#### **ARTICLE 19 – EFFECTIVE DATE**

19.0 This By-law shall become effective on the date it is confirmed by the Members. In confirming this By-law, the Members repeal all prior by-laws of the Corporation provided that such repeal does not invalidate any actions taken pursuant to the repealed by-laws..

Certified to be By-law No. 1 of the Corporation as confirmed by the Members by Special Resolution on the 25<sup>th</sup> day of October, 2024.

Dated as of 25<sup>th</sup> day of October, 2024.



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Therese Brisson  
President & CEO, Alpine Canada Alpin