

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

XC Chelsea Masters Cross Country Ski Club

(the "Club")

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1. Definitions In these By-laws, unless the context otherwise require:

- (a) Act means the Canada Not-for-profit Corporations Act s.c.2009, c.23 including the regulations made pursuant thereto, and any substitute statute or regulations, as amended;
- (b) "Articles" means the articles of continuance of the Club, as amended;
- (c) "Board" means the Board of Directors of the Club
- (d) "Director" means a member of the Board;
- (e) "Officers" means Officers of the Club described in Section 32;
- (f) "By-law" means this by-law and any other by-law of the Club as amended and which are, from time to time , in force and effect; and
- (g) "Club "means XC Chelsea Masters Cross Country Ski Club.

2. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) of its Officers. 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 signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

4. Financial Year The financial year-end of the Club shall commence on September 1 and end August 31 in each year.

5. Banking Arrangements The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada 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 Club and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize. Withdrawals or cheques issued by the Club shall be signed and approved by the Treasurer and one (1) other Officer.

6. Borrowing Powers The Directors of the Club may, without authorization of the members, borrow money on the credit of the Club. Any borrowing on behalf of the Club from any financial institution requires the approval of the Board of Directors.

7. Annual Financial Statements The Club may, instead of sending copies of the annual financial statements and other documents

referred to in subsection 172(1) (Annual Financial Statements) 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 Club and any member may, on request, obtain a copy electronically.

8. Membership Conditions Subject to the articles any member of the Club in good standing is entitled to vote at the annual general meeting. The Board of Directors of the Club may, by resolution, approve the admission of the members of the Club. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

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).

9. Membership Transferability A membership may only be transferred to the Club. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members Meeting Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic means, during a period of 14 to 21 days before the day on which the meeting is to be held. If a member requests that the notice be given by telephonic or non-electronic means, the notice will be sent by mail, courier or personal delivery. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Club to change the manner of giving notice to

members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Membership Dues. Members shall have paid membership dues prior to registering to any program(s) of the Club. Dues can be paid at any time during the fiscal year, but no later than at time of registration for the first program, and are valid only for that year. Members who do not renew their membership in the year immediately following, automatically cease to be members of the Club.

13. Termination of Membership A membership in the Club is terminated when:

the member dies or resigns; or

the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws; or

the member's term of membership expires (no later than fiscal year end).

14. Effect of Termination of Membership Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

15. Discipline of Members The Board shall have authority to suspend or expel any member from the Club for any one or more of

the following grounds:

violating any provision of the articles, by-laws, or written policies of the Club; or

carrying out any conduct which may be detrimental to the Club as determined by the Board in its sole discretion; or

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

In the event that the Board determines that a member should be expelled or suspended from membership in the Club, the president, or such other Officer as may be designated by the Board, shall provide twenty (20) day 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, or such other Officer as may be designated by the Board, 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, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Club. 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.

16. Persons Entitled to be Present at Members'

Meetings All members of the Club are entitled to be present at members' meetings, the Directors and the public accountant of the Club and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Club to be present at

the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

17. Persons entitled to be present at Board meetings

The only persons entitled to be present at a meeting of the Board shall be the Directors and the public accountant. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Board. Only Directors are entitled to vote.

18. Chair of Members' Meetings Any Officer of the Club can act as chair of members' meetings. In the event that all Officers are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

19. Quorum at Members' Meetings A quorum at any meeting of the members shall be a minimum of ten percent (10 %) of the membership. 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.

20. Votes to Govern at Members' Meetings 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 questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

21. Members' Meeting Held Entirely by Electronic Means Meetings of members may not be held entirely by telephonic, electronic or other communication facility.

22. Number of Directors The Board shall consist of eight (8) Directors.

23. Term of Office of Directors The Directors shall be elected to hold office for a term expiring no later than two (2) years from the close of the annual meeting of members at which they were elected. Directors can hold office for more than one (1) term.

24. Conditions of Term of Offices The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be compensated for expenses approved in advance by the Board incurred by him the performance of his duties as the Board may determine from time to time.

25. Calling of Meetings of Board of Directors Meetings of the Board may be called by the President, an Officer or any two (2) Directors at any time.

26. Notice of Meeting of Board of Directors Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Club not less than 7 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) (Limits on Authority) of the Act that is to be dealt with at the meeting.

27. Votes to Govern at Meetings of the Board of Directors 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 in addition to an original vote shall have a second or casting vote.

28. Committees of the Board of Directors 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 of Directors.

29. Vacancy in Office of a Director The office of a Director shall be automatically vacated:

- (a) if the Director resigns his office by delivering a written resignation to the Secretary of the Club(such resignation to take effect when received by the Club or at a time specified in the resignation whichever is later);
- (b) on death;
- (c) if the Director has the status of a bankrupt;
- (d) if the Director is declared incapable by a court in Canada or in another country; or
- (e) at a special meeting of the Members of the Club a resolution is passed by an Ordinary Resolution at such meeting that such Director be removed from office.

30. Replacement of a Director So long as a quorum of the Board remains in office, if any vacancy on the Board shall occur, the

Board by majority vote, may either: (a) leave the position vacant until the next Board election or (b) by appointment, fill the vacancy until the next Board election.

31. Appointment of Officers The appointment of officers shall be determined by the Board based on the needs and requirements of the Club. Officers shall include the President, Secretary and Treasurer. All Officers must have been previously elected as Directors of the Club. The Officer shall have such powers and duties as set out in these By-laws and as the Board may specify from time to time.

32. 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 Club, if designated and if Officers are appointed, shall have the duties and powers associated with their positions as described below.

32.1 President – The President shall preside at all meetings of the Board of Directors and of the members. The President shall oversee all operations of the Club.

32.2 Secretary – The Secretary shall enter or cause to be entered in the Club's minute book, minutes of all proceedings at meetings of the executive, Board meetings and committees of the Board. 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 Club. The Secretary, along with the President and Treasurer, shall help enforce the Club bylaws and ensure that the Club operates according to the laws and regulations of the Act.

32.3 Treasurer – The Treasurer shall be responsible for all financial matters pertaining to the Club. These include but are not limited to, accounting, reporting of financial information to the Board and

Member's annually or upon request, and the filing of tax returns or other financial information to government authorities.

33. The President shall not serve for more than two (2) consecutive terms as a President of the Club.

34. The President must have previously served as an elected Director of the Club for a period of one (1) year.

35. The President, Secretary and Treasurer shall form the Executive Committee.

36. The Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his position as such; provided that an Officer may be paid expenses approved in advance by the Board incurred by him in the performance of his duties as the Board may determine from time to time.

37. Vacancy in Office In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Club. Unless so removed, an Officer shall hold office until the earlier of:

the Officer's successor being appointed,

the Officer's resignation,

such Officer ceasing to be a Director, or

such Officer's death.

If the office of any Officer of the Club shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

38. Method of Giving Any Notice Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, 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 or member of a committee of the Board or to the public accountant shall be sufficiently given:

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 Club or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);

if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a

committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary 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 Club to any notice or other document to be given by the Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

39. 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.

40. Omissions and Errors The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Club 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.

41. By-laws and Effective Date Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Club. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors 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 it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members. Any amendments must be received by the secretary of the Club 14 days in advance of the annual general meeting. Any amendment to the bylaws initiated by a member that is not a member of the Board must be approved by a majority of the Club members.

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