

ALBERTA FREESTYLE SKIING ASSOCIATION CONSTITUTION & BY-LAWS

CONSTITUTION

1. The name of the Association is "Alberta Freestyle Skiing Association".
2. The **Objectives** of the Association are to:
 - a) Function as the provincial body and govern the sport of freestyle skiing in the Province of Alberta.
 - b) Administer and set policies governing the sport of freestyle skiing and freestyle skiing competitions in the Province of Alberta.
 - c) Stimulate public awareness and involvement, and to encourage participation in freestyle skiing;
 - d) Promote competitive and non-competitive freestyle skiing in Alberta with the utmost attention to the safety and welfare of the participants;
 - e) Provide opportunities for all amateur freestyle skiers and to encourage and promote proficiency and excellence in all aspects of amateur freestyle skiing;
 - f) Select and train members of the provincial ski team to represent Alberta in provincial, national and international competitions;
 - g) Encourage and support amateur freestyle skiing competitions leading to participation in Provincial, National and International competition.
 - h) Provide guidance, information and assistance to member clubs in respect of these objects and the development of programs for competitive and non competitive freestyle skiing;
 - i) Organize and operate comprehensive programs for the development of coaches, judges and officials;
 - j) Continue the development and monitoring of freestyle programs through research and evaluation;
 - k) Submit proposals to the Canadian Freestyle Ski Association with regards to its charter and skiing in general.
 - l) Seek support from and work cooperatively with other organizations, groups and individuals, whose aims or objectives are consistent with those of the Association, to promote amateur freestyle skiing.
 - m) Seek and accept donations, gifts, legacies and bequests for the purpose of furthering its objectives.

ALBERTA FREESTYLE SKIING ASSOCIATION - BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Alberta Freestyle Skiing Association, a society incorporated under the Societies Act of Alberta.

1.2 Definitions – The following terms have these meanings in these Bylaws:

- a) *Act* – the *Societies Act* of Alberta, as amended from time to time and any legislation that may be substituted therefore.
- b) *Association* – Alberta Freestyle Skiing Association.
- c) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor will not be an Employee or a Director of the Association.
- d) *Board* – the Board of Directors of the Association.
- e) *Constitution* – the Constitution of the Association, as filed with the Registrar comprising a statement of the Association's objects.
- f) *CFSA* – Canadian Freestyle Skiing Association.
- g) *Days* – will mean total days, irrespective of weekends or holidays.
- h) *Delegate* – An individual who is designated by a Club Member to represent the Club Member at any meeting of the Association.
- i) *FIS* – International Ski Federation.
- j) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- k) *Officer* – an individual appointed to serve as an Officer of the Association pursuant to these Bylaws.
- l) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of Members for which proper notice has been given.
- m) *Registered Address* – the most recent address of record in the register of Members.
- n) *Registrar* – means the Registrar of Corporations appointed under section 263 of the *Alberta Business Corporations Act*;
- o) *Special Resolution* –
 - i. A resolution passed by no less than three-fourths (3/4) of the votes cast at a meeting of Members for which twenty-one (21) days' notice has been given specifying the intention of the resolution; or
 - ii. A resolution proposed and passed as a special resolution at a meeting of Members of which less than twenty-one (21) days' notice has been given provided all the Members entitled to attend and vote at the Members meeting so agree; or
 - iii. A resolution consented to in writing by all voting Members who would have been entitled at a Members meeting to vote on the resolution.

1.3 Head Office – The head office of the Association will be located at all times within the Province of Alberta as determined by the Directors by ordinary resolution. The Association may establish other offices (including without limitation post office boxes for the purpose of receipt of mail) at such other locations in Alberta as the Board may determine. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act (currently within fifteen days after any change in the place or address of its head office).

1.4 Corporate Seal – The Association will have a corporate seal which will be adopted by resolution of the Directors. Custody of the seal is the responsibility of the Secretary.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Association.

1.7 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.8 Conduct of Meetings – Unless otherwise specified in the *Act* or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has the following categories of membership:

- a) Member Clubs
- b) General Member
- c) Can Free 1&2 Athlete
- d) Can Free 3 Athlete
- e) Can Free 4 Athlete
- f) Special Event Participant
- g) Coach
- h) Official

Qualifications for Membership

2.2 Member Club – An organized freestyle skiing club that has bylaws and policies that are consistent with those of the Association, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA specifying provincial body, the Association.

2.3 General Member – Any individual who supports the Association and/or a Member Club with volunteer service, is not a participant in the Association's and Member Club's athletic programs or events, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

2.4 Can Free 1&2 Athlete – Any individual participating in a CFSA/AFSA Jumps & Bumps or Freestylerz or Fundamental and Learn-to-Train level introductory freestyle skiing programs and activities delivered by a Member Club, who may participate in club competitions, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

2.5 Can Free 3 Athlete – Any individual participating in freestyle skiing recreational and competitive activities, including events at a provincial or national level within Canada, delivered by the Association or a Member Club, suited to Train-to-Train level of Long Term Athlete Development, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

2.6 Can Free 4 Athlete – Any individual participating in freestyle skiing activities delivered by the Association or a Member Club, including provincial, national, FIS NorAm or FIS sanctioned competitions, which are suited to Learn-to-Compete and Train-to-Compete levels of Long Term Athlete Development, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

2.7 Special Event Participant – Any individual who is not a member of a Member Club who participates in the Association's competitions or events using a Try Freestyle CFSA membership license valid for maximum two week duration, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

2.8 Coach – Any licensed individual who coaches freestyle skiing within the Association or a Member Club, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

2.9 Official – Any individual who officiates freestyle skiing within the Association's or a Member Club's competitions or events, who has applied for membership, has agreed to abide by the Association's bylaws, policies, rules and regulations and is registered with the CFSA, specifying provincial body, the Association.

Admission of Members

2.10 Admission of Members - No individual or Club will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;

- b) The candidate member has agreed to comply with these bylaws, policies, procedures, rules and regulations of the Association;
- c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
- d) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- e) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- f) The candidate member has provided its membership list to the Association and paid dues as prescribed by the Board; and
- g) The candidate member has paid dues as prescribed by the Board.

2.11 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

2.12 Year - Unless otherwise determined by the Board, the membership year of the Association will be June 1st – May 31st.

2.13 Duration – Membership is accorded on an annual basis and all Members will apply for membership each year.

2.14 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors and submitted to the Association no later than May 31st.

Withdrawal and Termination of Membership

2.15 Resignation – A Member may resign from the Association by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

2.16 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.17 Arrears – A Member will be expelled from the Association for failing to pay membership dues or monies owed to the Association and/or Member Club by the deadline dates prescribed by the Association or otherwise fails to comply with all other registration requirements of the Association.

2.18 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.

2.19 Removal – A Member may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given proper notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

2.20 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Association;
- d) Has complied with the Objectives, Bylaws, policies and rules of the Association;
- e) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
- f) Has paid all required membership dues.
- g) Has paid all outstanding fees.

2.21 Privileges – Subject to these Bylaws and other governing documents of the Association, Members in good standing may be entitled to the following privileges:

- a) To hold office, subject to these Bylaws;

- b) To vote, subject to these Bylaws.
- c) To attend and participate in the meetings and affairs of the Association, subject to these Bylaws;
- d) Participate in sanctioned competitions/activities, training camps, or clinics of the Association; or
- e) Participate in other events associated with the Association.

2.22 Cease to be in Good Standing - Members who cease to be in good standing are not eligible to participate in any AFSA sanctioned activity until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Chair, by at least four (4) members of the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Association. Notice to all voting Members will be given in accordance with the *Act* before the date of such meeting. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called. The Association shall file every “Special Resolution” passed by the Association with the Registrar of Companies in accordance with the *Act*.

3.3 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting.

3.4 Meetings by Telephone - A meeting of the Members may be held by telephone conference call or by means of other telecommunications technology. Any Member who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

3.5 Notice - Written notice of meetings of Members will be given to all Members at least twenty-one (21) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.6 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board, Committee and Staff Reports
- h) Report of Auditors
- i) Appointment of Auditors
- j) Business as specified in the meeting notice
- k) Election of new Directors
- l) Adjournment

3.7 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the Chair or designate.

3.8 Quorum – Five (5) voting Members will constitute a quorum.

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.10 Adjournments – Any meeting of Members may be adjourned to any time to any other time and date. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting provided proper notice has been provided for the adjourned meeting.

Voting at Meetings of Members

3.11 Voting Privileges - Members will have the following voting rights at all Meetings of Members:

- a) Member Clubs will appoint the Club President or Delegate who may attend and participate in meetings and is entitled to one (1) vote and an additional number of votes as follows:
 - i. One additional vote for every twenty-five (25) Can Free 1&2 Athletes, Can Free 3 Athletes, and Can Free 4 Athletes, paid and registered with the Member Club during the fiscal year ending April 30th.
- b) General Members, Special Event Participants, Coaches and Officials are entitled to attend and participate in meetings but are not entitled to vote.

3.12 Determination of Member Club Votes – A list of eligible Member Clubs and their associated number of votes will be determined by the Association and notified to the Member Club at least seven (7) days prior to the meeting of Members.

3.13 Delegates – If the Club President is not representing the Member Club at a meeting of Members, Club Members will appoint in writing to the Association, three days (3) days prior to the meeting of members, one delegate to represent and vote on behalf of the Member Club. Delegates must be a member of the Member Club in good-standing and must be eighteen (18) years of age or older.

3.14 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.15 Proxy Voting – There will be no voting by proxy.

3.16 Determination of Votes - Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members who vote will decide each issue. In the case of a tie, the Chair presiding at the meeting is entitled to a second vote.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a minimum of nine (9) and not more than one (1) representative from each Member Club plus the six (6) Directors serving on the Executive Committee.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) Chair
- b) Vice-Chair
- c) Secretary/Treasurer
- d) Two (2) Directors at Large
- e) Member Club Presidents
- f) Immediate Past Chair

Member Club Presidents

4.3 Eligibility - Any Member who is twenty-one (21) years of age or older and who has the power under law to contract and is a member of the Association and a Member Club in good standing may be elected by a Member Club to act as a Member Club President.

4.4 Member Club President – Member Club Presidents will be elected by each Member Club in accordance with the Member Club's Bylaws.

4.5 Terms - Appointed Member Club Presidents will serve and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Election of Chair, Vice-Chair, Secretary/Treasurer and Directors at Large

4.6 Eligibility - Any Member who is twenty-one (21) years of age or older and who has the power under law to contract and is a member of the Association in good standing may be nominated for election as a Chair, Vice-Chair, Secretary/Treasurer or Director at Large.

4.7 Nominating Committee – The Nominating Committee will be comprised of the three Members of the Association as appointed by the Board of Directors.

4.8 Duties – The Nominating Committee will be responsible to solicit nominations for the election of the Chair, Vice-Chair, Secretary/Treasurer and Directors at Large.

4.9 Nomination - Any nomination of an individual for election as a Chair, Vice-Chair, Secretary/Treasurer or Director at Large will include the written consent of the nominee by signed signature; and be submitted to the Head Office of the Association fourteen (14) days prior to the Annual General Meeting.

4.10 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.11 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.12 Election – The election of Directors will take place as follows:

- a) The Chair, the Vice Chair, and one Director at Large will be elected by the membership at the Annual General Meeting held in odd numbered years.
- b) The Secretary/Treasurer and one Director at Large will be elected by the membership at the Annual General Meeting held in even numbered years.

4.13 Election – The election of Directors will take place annually at the Annual General Meeting.

4.14 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

4.15 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

Immediate Past Chair

4.16 Immediate Past Chair – The Immediate Past Chair is defined as the immediate last person to occupy the position of Chair who completed their full term and was not re-elected as a Director, removed or resigned.

4.17 Term of Immediate Past Chair – The Immediate Past Chair will serve a maximum term of two years, unless they resign, are removed from or vacate their office.

4.18 Vacancy of Immediate Past Chair – If there is no Immediate Past Chair, as defined in section 4.13, the position of Immediate Past Chair will remain vacant.

Resignation and Removal of Directors

4.19 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.20 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director is found by a court to be of unsound mind;
- b) The Director becomes bankrupt;
- c) Upon the Director's death.

4.21 Removal – An elected Director may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.22 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.23 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Chair, the Vice-Chair or any four (4) Directors.

4.24 Notice – Written notice and electronic notification, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.25 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.26 Quorum – At any meeting of the Board of Directors, quorum will be two-fifths (2/5) of the voting Directors holding office but not less than four (4).

4.27 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The Chair of the Association is entitled to a second vote upon a tie.

4.28 No Proxies – Directors may not vote via proxy at meetings of Directors.

4.29 Meetings – Meetings of the Board will be closed to Members and the public unless upon invitation by the Board.

4.30 Meetings by Telecommunications - A meeting of the Board may occur by teleconference provided either a majority of the Directors consent or the meeting has been approved by resolution passed by the Directors at a meeting of the Directors.

4.31 Meetings by Other Electronic Means – The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:

- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) Each Director has equal access to the specific means of communications to be used;
- c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Powers of the Board

4.32 Powers Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing, the Board may:

- a) Implement policies, procedures and rules for managing the affairs of the Association;
- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
- d) Implement policies, procedures and rules relating to the management of disputes within the Association and shall have the authority to deal with all disputes accordingly;
- e) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Association and shall have the authority to manage these accordingly;
- f) Establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee; and
- g) Appoint, engage or employ such persons as it deems necessary to carry out the work of the Association.

4.33 Borrowing Powers – For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the Chair, Vice-Chair, and Treasurer/Secretary.

5.2 Duties – The duties of Officers are as follows:

- a) The Chair will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and General Meetings of the Association and at meetings of the Board and the Executive Committee, will be the official spokesman of the Association, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-Chair will support and assist the Chair in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer/Secretary will attend all meetings of the Board, will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets, will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

5.4 Executive Committee – The Executive Committee will be comprised of the Officers, the Directors at Large, and the Immediate Past Chair.

5.5 Powers of the Executive Committee – The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between Board Meetings, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

5.6 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the Chair or upon the request of any two (2) Officers.

5.7 Notice – Written notice, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.

5.8 Number of Meetings – The Executive Committee will hold at least five (5) meetings per year.

5.9 Quorum – Quorum will be three (3) of the Executive's voting members.

5.10 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. The Chair of the Association is entitled to a second vote upon a tie.

5.11 No Proxies – Executive Committee member are not entitled to vote via proxy.

5.12 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.13 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

5.14 Quorum - A quorum for any committee will be the majority of its voting members.

5.15 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.16 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.17 Chair Ex-officio - The Chair will be an *ex-officio* (non-voting) member of all Committees of the Association.

5.18 Removal - The Board may remove any member of any Committee.

Remuneration

5.19 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.20 Conflict of Interest - A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year - The fiscal year of the Association will be May 1st to April 30th, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual General Meeting the voting Members will appoint an auditor(s) to audit the books, accounts and records of the Association. The auditor will hold office until the next Annual General Meeting. The auditor will not be an Employee or a Director of the Association. The audited financial statement shall be filed in accordance with the requirements of the Act.

6.4 Removal of Auditors - The members, by a Special Resolution at a Meeting of Members, may remove any auditor before the expiration of their term.

6.5 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept. The Books and records of the Association are open for inspection by the members at the head office of the Association upon 48 hours' notice during the Association's business hours.

6.6 Signing Authority - All written agreements and financial expenditures over \$500.00 entered into in the name of the Association will be authorized by two individuals being any two of the Chair, Vice-Chair, Treasurer/Secretary or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.7 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.8 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a Meeting of Members duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.

7.2 Notice in Writing – Notice in writing is to be delivered to voting Members at least twenty-one (21) days prior to Meeting of Members at which it is to be considered.

ARTICLE VIII NOTICE

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX DISSOLUTION

9.1 Dissolution - In the event of dissolution, the Association will comply with the requirements of the Act.

ARTICLE X INDEMNIFICATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI ADOPTION OF THESE BYLAWS

11.1 Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on September 8, 2012.

11.2 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

Chair

Treasurer/Secretary