



**SKI JUMPING CANADA /  
CANADA SAUT À SKI**

**GENERAL BYLAW NUMBER 1**

*A Bylaw relating generally  
to the organization and the  
transaction of the affairs of  
Ski Jumping Canada / Canada Saut À Ski*

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**ARTICLE I: GENERAL**

**1.1 Purpose**

This Bylaw relates to the general conduct of the affairs of Ski Jumping Canada / Canada Saut À Ski.

**1.2 Definitions**

The following terms have these meanings in this Bylaw;

- (a) **"accountant"** means an individual who provides accounting services to the Corporation in compliance with the Act;
- (b) **"Act"** means the *Canada Not-for-Profit Corporation Act*, S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (c) **"Annual Meeting"** means the Meeting which has been designated by the Board as the annual Meeting of Members referred to in Section 3.1;
- (d) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (e) **"Authorized Signatory"** has the meaning specified in Section 6.5;
- (f) **"Board"** means the board of directors of the Corporation and **"director"** means a member of the Board;
- (g) **"Bylaw"** means this General Bylaw Number 1, as amended by the Members from time to time;
- (h) **"CADP Rules"** means the Canadian Anti-Doping Program rules that govern doping control in Canada, such rules being managed by the Canadian Centre for Ethics in Sport;
- (i) **"Chair"** means the chairperson of the Corporation;
- (j) **"Committee"** has the meaning specified in Section 5.11;
- (k) **"Corporation"** means Ski Jumping Canada/Canada Saut À Ski;
- (l) **"Disability"** means that the individual is determined by the Board to be unable to perform the material and substantial duties of his engagement with the Corporation for a period of three cumulative months during any 12-month period where such inability arises as a result of sickness or injury or other circumstances;
- (m) **"Disciplinary Panel"** means a panel appointed by the Board to consider suspension or termination of the membership of a Member as required for purposes of Section 2.9 of this Bylaw;
- (n) **"Executive Committee"** has the meaning specified in Section 5.6;
- (o) **"Insurance"** has the meaning specified in Section 8.2;

- (p) **"Meeting"** is a meeting of all the Members of the Corporation and includes any meeting designated as the Annual Meeting or a Special Meeting or any other meeting of Members;
- (q) **"Member"** means an individual designated by a Ski Jumping Association to serve as its representative in accord with Section 2.1 herein;
- (r) **"Officer"** means an individual elected or appointed to serve as an officer of the Corporation pursuant to this Bylaw;
- (s) **"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus one (1) of the votes cast on that resolution;
- (t) **"Pardon"** means a criminal record suspension or pardon granted by the federal government of Canada;
- (u) **"Proposal"** means a proposal submitted by a Member that meets the requirements of the Act;
- (v) **"Provincial Association"** means an incorporated sport association which has as its purpose or mission the promotion and development of ski jumping within a specific province or territory of Canada and operates at least one Registered Club;
- (w) **"recorded address"** means the person's latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent;
- (x) **"Registered Club"** means an incorporated sport association which has as its purpose or mission the promotion and development of ski jumping within a specific region of a territory or province of Canada and for purposes of this Bylaw does not include a Start Up Club or Provincial Association;
- (y) **"Registered Participants"** means those individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by Ski Jumping Canada / Canada Saut À Ski. Without limiting the generality of the definition, Registered Participants include, but are not limited to recreational and competitive ski jumpers, members of national ski jumping teams, coaches, officials, event organizers, administrators of provincial and territorial ski jumping associations, and volunteers who serve on local executives, committees, and boards of directors. In all cases, the identity of such individuals is recorded with a local ski jumping club, a provincial or territorial ski jumping association or Ski Jumping Canada / Canada Saut À Ski;
- (z) **"registered ski jumpers"** are those athletes participating in a ski jumping program one (1) or more times per week, during any season in which the jump hill is open or one full week session during any season as verified by the Corporation and are up to date with their payments to the respective sport association which provides programming to the athlete. All registered ski jumpers in a registered club must hold a valid competitor license;
- (aa) **"Secretary"** means the secretary of the Corporation;
- (bb) **"serious criminal offence"** means an indictable offence under the Criminal Code (Canada), as amended from time to time, and also those offences, whether indictable or not and whether such offence was committed in Canada or under the laws of any other country, involving: (i) sexual immorality; (ii) obstruction of justice; (iii) possession, trafficking, export or production of narcotics; (iv) impaired driving causing bodily harm or death; (v) theft or fraud of over \$5,000; (vi) robbery; (vii) extortion; (viii) assault; or (ix) sexual assault;

- (cc) **"show of hands"** means, in connection with a Meeting or Board meeting, a show of hands by persons present at the Meeting or board meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods;
- (dd) **"Ski Jumping Association"** means a Start Up Club, a Registered Club or Provincial Association recognized by the Board in accordance with Section 2.3 and Section 2.4 and whose recognition is not terminated or suspended under this Bylaw;
- (ee) **"Special Meeting"** has the meaning specified in Section 3.3;
- (ff) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (gg) **"Start Up Club"** means an incorporated sport association which has not yet met the requirements and been recognized as a Registered Club, but which:
  - (i) has as its purpose or mission the promotion and development of ski jumping within a specific region of a territory or province of Canada;
  - (ii) has offered two ski jumping sessions, each at least two consecutive days in length, as verified by the Corporation; and
  - (iii) has submitted to the Board a business plan for starting and maintaining a viable ski jumping program.
- (hh) **"Treasurer"** means the treasurer of the Corporation;
- (ii) **"Vice-Chair"** means a vice-chairperson of the Corporation; and
- (jj) **"World Anti-Doping Code"** means the anti-doping code and any related rules, regulations or standards adopted by the World Anti-Doping Agency, as amended from time to time.

### 1.3 No Gain for Members

The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

### 1.4 Conduct of Meetings

Unless otherwise specified in the Act or this Bylaw, Meetings of Members and meetings of the Board will be conducted according to the rules contained in the current, official version of the Robert's Rules of Order Newly Revised, referenced on the Robert's Rules Association website.

### 1.5 Interpretation

Words importing the singular will include the plural and vice versa; words importing the masculine will include the feminine and vice versa; and "person" includes an individual, body corporate, partnership and unincorporated organization.

### 1.6 Language

These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

## **1.7 Subject to Act and Articles**

This Bylaw is subject to, and should be read in conjunction with, the Act and the Articles. If there is any conflict or inconsistency between any provision of the Act or the Articles and any provision of this Bylaw, the provision of the Act or the Articles will govern.

## **ARTICLE II: MEMBERSHIP**

### **2.1 Membership**

Subject to the Articles, there shall be one (1) class of Members in the Corporation, namely, Class A Members. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

- (a) Class A membership shall be available only to persons who have been designated by a Ski Jumping Association which the Board has recognized pursuant to Section 2.4 and whose recognition has not been terminated or suspended.
- (b) Each Registered Club shall designate individuals as Members based on the number of paid registered ski jumpers who are participants of the Ski Jumping Association as of March 31st of each year. The number of Members to be designated will be determined as follows:
  - (i) less than 3 registered ski jumpers 1 Member
  - (ii) 3 – 10 registered ski jumpers 2 Members
  - (iii) 11-20 registered ski jumpers 3 Members
  - (iv) 21 – 30 registered ski jumpers 4 Members
  - (v) more than 31 registered ski jumpers 5 Members
- (c) Each Start Up Club and Provincial Association shall designate one individual to represent it and that individual shall be a Class A Member.
- (d) The Class A Member shall continue to be a Member until:
  - (i) such Member ceases to be the designated representative of a Ski Jumping Association or whose membership terminates in accordance with Section 2.8; or
  - (ii) the recognition of the Ski Jumping Association which designated such Member has been terminated or suspended in accordance with Section 2.5.
- (e) As set out in the Articles, each Class A Member is entitled to receive notice of, attend and vote at all Meetings and each such Class A Member shall be entitled to one (1) vote at such Meetings.
- (f) Only those individuals whose names are set out in the register for Class A Members maintained by the Corporation at its head office shall be entitled to vote at Meetings. Each Ski Jumping Association must provide in writing to the Corporation, the name of the person designated by it, in accordance with the constitution, bylaws, rules and regulations of such Ski Jumping Association, to represent the Ski Jumping Association at a Meeting and shall promptly notify the Corporation of any change with respect to the designated individual. Individuals who are designated pursuant to Section 2.1(b) or 2.1(c) must comply with Section 2.2 of this Bylaw and be approved for Class A membership by the Board prior to being added to the register of Members.

- (g) Each Ski Jumping Association must, to designate an individual for Class A membership, at the date of the Meeting, continue to meet the requirements set out in Section 2.3.
- (h) The Class A Members shall elect all the directors of the Corporation.

## **2.2 Membership Qualifications**

In addition to the other limitations set out in the Act, this Bylaw or approved by the Board, membership in the Corporation shall be limited to individuals who: (i) are at least eighteen (18) years of age; (ii) are Canadian citizens; (iii) are not currently under a sanction of two (2) years or greater pursuant to the World Anti-Doping Code or the CADP Rules; and (iv) have not been convicted of a serious criminal offence for which a Pardon has not been granted. The Board may establish additional restrictions from time to time.

## **2.3 Ski Jumping Associations**

A Start Up Club, Registered Club or Provincial Association may be recognized as a Ski Jumping Association by the Board provided it meets the following qualifications:

- (a) has been duly registered and is in good standing as a not-for-profit body corporate in an applicable jurisdiction in Canada;
- (b) ensures that a record of the names and addresses of Registered Participants associated with its organization is maintained and made available to the Corporation; and
- (c) has agreed to abide by the Corporation's Bylaws, policies, procedures, rules and regulations.

## **2.4 Recognition of Ski Jumping Associations**

The Board shall determine, in its sole and absolute discretion by majority vote, the sport associations which shall be recognized as Ski Jumping Associations by the Corporation. In making such determination, the Board shall take into account the requirements set out in Section 2.3 and such other requirements established by the Board and may take into account any other circumstance which it deems relevant. To be considered for recognition by the Board, a sport association must submit to the Chair an application, in the form prescribed by the Corporation, demonstrating that the applicant's members exercise a specific and real on-going ski jumping promotion and development activity in Canada in particular by organizing and participating in competitions and implementing training programs for athletes and fulfils all conditions prescribed by the Board from time to time. If the Board decides to recognize a Ski Jumping Association, such recognition shall take effect immediately following the Board meeting at which the recognition was granted.

## **2.5 Termination or Suspension of Recognition of Ski Jumping Association**

The Board shall have authority to terminate or suspend the recognition of a Ski Jumping Association for any one or more of the following grounds:

- (a) the Ski Jumping Association ceases to have the qualifications for recognition prescribed in Section 2.3 and the policies and rules of the Corporation;
- (b) the Ski Jumping Association breaches this Bylaw;
- (c) the Ski Jumping Association conducts itself in a manner which interferes with or derogates from or is otherwise inconsistent with the fulfilment of the objectives of the Corporation; or



- (d) the Ski Jumping Association breaches a Board-approved policy which provides for automatic temporary suspension of privileges, in which case, the sanction shall take effect thirty (30) days after the Ski Jumping Association has been notified by the Corporation of the breach, provided that if the Ski Jumping Association has rectified such breach within that period, the suspension of privileges shall be terminated.

In the event that the Board determines that the recognition of a Ski Jumping Association should be terminated or suspended by the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide thirty (30) days' notice to the Ski Jumping Association of its determination that the recognition of the Ski Jumping Association should be terminated or suspended and shall provide reasons for the proposed termination or suspension. The Ski Jumping Association may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the Ski Jumping Association that the recognition of the Ski Jumping Association is terminated or suspended. If written submissions are received in accordance with this Section, the Board will consider such submissions, and any additional information the Board determines appropriate, in arriving at a final decision and shall notify the Ski Jumping Association concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Ski Jumping Association.

## **2.6 Changes in Terms/Conditions of Membership**

Pursuant to the Act, a Special Resolution of the Members is required to make any amendments to these Bylaws or the Articles if those amendments result in a fundamental change or affect membership rights and/or conditions specifically described in the Act.

## **2.7 Dues**

The Board may determine annual dues for Members.

## **2.8 Withdrawals and Termination of Membership**

Membership in the Corporation is terminated:

- (a) automatically upon the Ski Jumping Association the Member represents being dissolved or no longer being recognized as a Ski Jumping Association by the Board;
- (b) on the effective date the Member resigns from the Corporation by delivering written notice to the Secretary; or
- (c) automatically upon a Member who is an individual becoming of unsound mind, as so found by a court in Canada or as evidenced by the appointment of a legal guardian or representative pursuant to a power of attorney or under a living will or personal directive;
- (d) automatically upon a Member ceasing to be eligible and not meeting the qualifications set out in Section 2.2;
- (e) automatically upon a Board decision to expel or suspend an individual Member in accordance with Section 2.9 or, if there is no decision by the Board, automatically upon there being passed, at a Meeting, by at least seventy-five per cent (75%) of the votes cast on the question, a resolution that such Member be expelled as a Member. Prior to expulsion, a Member shall have the right to be heard by the Session prior to the resolution dealing with the expulsion being considered by the Members. Without limitation, a Member may be expelled if in breach of this By-Law;
- (f) automatically upon the death of a Member who is an individual;

- (g) if the Corporation is liquidated or dissolved under the Act; or
- (h) as otherwise set out in the Act.

## **2.9 Discipline of Members**

- (a) The Board shall have authority to reprimand, suspend or expel any Member from the Corporation for any one or more of the following grounds:
  - (i) violating any provision of the Articles, ByLaw, or written policies of the Corporation;
  - (ii) carrying out, participating in or condoning any conduct which may be detrimental to the fulfillment of the Corporation's objectives as determined by the Board in its sole and absolute discretion; or
  - (iii) 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.
- (b) A Member who becomes the subject of:
  - (i) an investigation or arbitration proceedings with respect to a potential violation of the World Anti-Doping Code or CADP Rules; or
  - (ii) a charge for a serious criminal offence,shall immediately provide notice to the Corporation of such investigation, arbitration or charge. The Board shall promptly, upon receipt of such notice or upon otherwise becoming informed of the possible existence of such investigation, arbitration or charge, determine, or convene a Disciplinary Panel to determine, whether there are reasonable grounds for suspension of the Member from membership in the Corporation.
- (c) Any suspension imposed in accordance with 2.9(b) shall be in effect until such time as one of the following occurs:
  - (i) a sanction of two (2) years or greater is imposed pursuant to the World Anti-Doping Code or the CADP Rules by the governing body responsible for making a determination as to whether there has been a violation requiring the Member to be sanctioned; or such Member is convicted of a serious criminal offence and, in both instances, all avenues of appeal have been exhausted, in which case the Member's membership will terminate in accordance with Section 2.8(d); or
  - (ii) a sanction of less than two (2) years is imposed pursuant to the World Anti-Doping Code or the CADP Rules by the governing body responsible for making a determination as to whether there has been a violation requiring the Member to be sanctioned and all avenues of appeal have been exhausted, in which case the Member's membership will remain suspended until such time as the full term of the sanction so imposed has expired and the Board has agreed to reinstate the individual's membership; or
  - (iii) upon completion of the investigation or arbitration proceedings (including all appeals), the final determination is that the Member is not deserving of a sanction under the World Anti-Doping Code or CADP Rules or the Member is not convicted of a serious criminal offence or charges are otherwise dismissed or withdrawn with no finding of guilt, in which case the Member shall continue to be eligible for membership in the Corporation and his suspension shall be withdrawn.

- (d) In the event that the Board determines pursuant to Section 2.9(a) that there are grounds for expelling or suspending a Member from membership in the Corporation or the Board or a Disciplinary Panel, if appointed, confirms that one of the two delineated grounds for suspension under Section 2.9(b) exists, the Chair, or such other Officer as may be designated by the Board, shall provide thirty (30) days' notice to the Member of its preliminary determination that the Member shall be suspended or expelled, as applicable, and shall provide reasons for the proposed suspension or expulsion. Prior to a final determination being made by the Board (in the case of matters delineated in subsection 2.9(a)) or by the Board or the Disciplinary Panel, as applicable (in the case of matters delineated in subsection 2.9(b)), the Member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within thirty (30) days of receipt of the notice. In the event that no written submissions are received by the Chairperson within the thirty (30) day time period, the Chair 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 Corporation. If written submissions are received in accordance with this Section 2.9(d), the Board or the Disciplinary Panel, as applicable, will consider such submissions, and such other information it deems relevant in arriving at a final decision, and shall notify the Member concerning such final decision within a further thirty (30) days from the date of receipt of the submissions. The decision of the Board or Disciplinary Panel, as applicable, shall be final and binding on the Member.
- (e) In the event that a Class A Member designated pursuant to Section 2.12.1(b) and approved by the Board is suspended, the Corporation shall be permitted to designate another individual to replace the suspended Member. The Chair must be promptly notified in writing of any substitution of individuals for Members suspended in accordance with this Section 2.9 and only those individuals whose names and recorded addresses are set out in the register for Members shall be entitled to vote at a Meeting.

### **ARTICLE III: MEETINGS OF MEMBERS**

#### **3.1 Time and Place of Meetings**

Meetings of the Members shall be held at least once a year or more often if necessary at any place in Canada as the Board may determine and on such day as the Board shall appoint. At least one (1) Meeting each calendar year must be designated by the Board as meeting at which the annual meeting business required under the Act is conducted (an "**Annual Meeting**"). The Members may resolve that a particular Meeting of Members be held outside Canada. The Annual Meeting will normally be held in June, but always within fifteen (15) months of the last Annual Meeting and not later than six (6) months after the end of the Corporation's preceding financial year.

#### **3.2 Calling Meetings**

The Board shall have power to call, at any time, an Annual Meeting of the Members. At every Annual Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the accountant, if one has been appointed, shall be presented and the accountant appointed for the ensuing year, if required in accordance with the Act. The Members may consider and transact any business either special or general at any Meeting of the Members.

#### **3.3 Special Meetings**

A special meeting of the Members ( a "**Special Meeting**") may be called at any time by the Chair, the Board or upon written requisition of the Members who hold five per cent (5%) of the votes of the Corporation. The agenda of the Special Meeting will be limited to the subject matter for which the meeting has been duly called.

### **3.4 Meetings by Electronic Means**

A meeting of Members may be held by telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting. A person so participating in a Meeting is deemed to be present at the Meeting.

### **3.5 Notice**

Notice specifying the place, day and hour of each Annual Meeting or Special Meeting of Members shall be delivered to Members twenty-one (21) to thirty-five (35) days prior to the time fixed for the Meeting. In addition, notice of Annual Meetings and Special Meetings shall be posted on the Corporation's website twenty-one (21) to thirty-five (35) days prior to the meeting.

Any notice given to any Member shall be served either personally or by post, by facsimile transmission, or by email addressed to such Member at his or her address as it appears in the books of the Corporation, or if no such address is given, then to the last address known to the Corporation

Any Meeting so called may be held at any time and for any purpose without notice, if all Members are present or represented by proxy and have waived notice of the Meeting before the Meeting.

### **3.6 Effects of Irregularity of Notice**

Provided the notice of a Meeting of Members was properly sent, non-receipt of any notice, by any person, or any error or omission in any notice not affecting the substance of the notice, shall not invalidate such Meeting or make void any proceedings taken or resolutions passed at the Meeting to which the notice relates.

### **3.7 Waiver of Notice**

A Member, a proxyholder, a director, an officer or the accountant and any other person entitled to attend a Meeting may waive notice of a Meeting, or any irregularity in a notice of a Meeting. Such waiver may be waived in any manner and may be given at any time either before or after the Meeting to which the waiver relates. Waiver of any notice of a Meeting cures any irregularity in the notice, any default in the giving of the notice and any default in the timeliness of the notice.

### **3.8 Change in Notice Requirements**

Pursuant to the Act, a Special Resolution of the Members is required to make any amendment to the Corporation Bylaws which changes the manner of giving notice to Members entitled to vote at a Meeting.

### **3.9 Persons Entitled to Attend**

All Members, the directors, the accountant of the Corporation, Registered Participants and such other persons who are entitled or required under any provision of the Act, Articles or this Bylaw are entitled to be present at a Meeting. Any other person may be admitted on the invitation of the chair of the Meeting or by resolution of the Members. Registered Participants have observer status only and are not entitled to participate in discussion. Only Members have voting privileges.

### **3.10 Adjournment**

Any Meeting may be adjourned to any time and place as determined by the Members and such business may be transacted at such adjourned Meeting as may have been transacted at the original Meeting. No notice will be required for any adjourned Meeting.

### **3.11 New Business**

Any Member who wishes to have new business placed on the agenda of a Meeting will give written notice to the Corporation at least fourteen (14) days prior to the meeting date or such shorter time period, as agreed, upon the sole discretion of the Chair or designate.

### **3.12 Quorum**

One third (1/3) of the Members of the Corporation in good standing at the date of any Annual Meeting or Special Meeting will constitute a quorum at such meeting.

### **3.13 Proxy Voting**

Members may vote by proxy provided the proxy is designated to another Member and the Corporation is notified in writing prior to the Members' meeting to attend and act at the Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act and other applicable law and may be in such form as the directors may approve from time to time or such other form as may be acceptable to the chair of the Meeting at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Corporation or its agent prior to the time specified in the notice calling the Meeting at which the proxy is to be used or it is deposited with the Chairperson, or the chair of the Meeting or any adjournment of the Meeting prior to the time of voting.

### **3.14 Majority of Votes**

Except as otherwise provided in the Act or this Bylaw, the majority of votes cast in person or by proxy will carry a motion. In the case of a tie, the chair of the Meeting has the casting vote.

## **ARTICLE IV: GOVERNANCE**

### **4.1 Number of Directors**

The Board will consist of such number of directors as complies with the minimum and maximum numbers permitted under the Articles. The fixed number of directors within this range will be determined by the Members, from time to time.

### **4.2 Term of Office of Directors**

Members of the Board run for office and are elected for two (2) year terms. The Chair may serve a maximum of three (3) terms without a break of at least one year.

At the first election of directors under these Bylaws, the Chair and one-half (1/2) of the directors shall be elected for a two-year term and the remaining directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for a two (2) year term. Approximately half of the members of the Board will be elected each year.

### **4.3 Eligibility**

Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared of unsound mind by a court in Canada or another country or as evidenced by the appointment of a legal guardian or representative appointed pursuant to a power of attorney or under a living will or personal directive, has not been precluded from being able to serve as a director pursuant to Section 8.3, and who does not have the status of a bankrupt may be nominated for election as a director.

#### **4.4 Nominating Committee**

The Board may appoint a Nominating Committee, which will be comprised of three (3) individuals. The Nominating Committee will be responsible for nominating eligible candidates with requisite skills and knowledge for election as directors.

#### **4.5 Election**

The election of directors will take place at each Annual Meeting of Members. Nominations for Chair and Directors at Large may come from the Nominating Committee, as well as from the floor.

A candidate whose nomination is unopposed shall be declared elected by acclamation. Where more than one nomination for the position of Chair is received an election shall be conducted by ballot and the successful candidate will be determined by the greatest number of votes.

In voting for directors, the names of all candidates will be placed on the first ballot and voters will mark the number of candidates to be elected. In the event of a tie for a position, those with a clear majority will be declared elected and their names removed from the ballot. Successive ballots will be used until all positions have been filled.

#### **4.6 Resignation**

A director may resign from the Board at any time by presenting his or her notice of resignation to the Chair. The resignation will become effective on the earlier of the date on which the request is approved by the Board or the effective date provided in the notice of resignation to the Board. If, at the time of resignation the director is subject to a disciplinary investigation or action of the Corporation, that director will nonetheless be subject to any sanctions or consequences resulting from such investigation or action.

#### **4.7 Vacate Office**

The office of any director will be vacated automatically if the director:

- (a) resigns such office by delivering a written resignation to the Secretary, the resignation shall take effect at the time of such delivery, unless a later date is specified in the resignation
- (b) is found by court to be of unsound mind as so found by a court in Canada or another country or as evidenced by the appointment of a legal guardian or representative appointed pursuant to a power of attorney or under a living will or personal directive;
- (c) becomes bankrupt or is declared insolvent;
- (d) is precluded from being able to serve as a director pursuant to Section 8.3;
- (e) changes his/her permanent residence outside of Canada;
- (f) is a Member and is suspended or terminated as a Member in accordance with Section 2.8;
- (g) passes away; or
- (h) as otherwise set out in the Act.

#### **4.8 Removal**

An elected director may be removed by a majority vote of the voting Members at an Annual Meeting or Special Meeting, provided the director has been given notice of and the opportunity to be heard at such a meeting. If the director is removed and holds a position as an Officer, the director will automatically be removed from his position as an Officer.

#### **4.9 Suspension**

In addition to being suspended or removed for no longer meeting the eligibility requirements set out in Section 8.3, a director may be suspended by a two-thirds (2/3) vote of the Board for dereliction of duty, incompetence or conduct that is inconsistent with the best interests of the Corporation, provided the director has been given notice of and the opportunity to be heard at such meeting.

#### **4.10 Filling a Vacancy on the Board**

Where the position of a director becomes vacant for whatever reason or remains vacant after the Annual Meeting and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next annual meeting of Members. No more than one-third (1/3) of the total number of directors elected at the previous meeting can be appointed.

#### **4.11 Remuneration**

Directors will serve as such without remuneration and no director will directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred by him/her in the performance of their duties.

#### **4.12 Calling of Meeting of directors**

Meetings of the Board will be held any time and place as determined by the Board. The Board will hold at least four (4) meetings per year. Meetings may be called by the Chairperson or any other two (2) directors.

#### **4.13 Notice**

Notice served by electronic means or in person of Board meetings will be given to all directors at least seven (7) 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 Board is required if all directors waive notice or if those absent consent to the meeting being held in their absence.

#### **4.14 Quorum**

At any meeting of the Board, the majority of the directors holding office present in person, by telephone or other electronic means will constitute a quorum.

#### **4.15 Voting**

Each director, in attendance or participating, is entitled to one (1) vote. Voting will be by show of hands, orally or by electronic means, unless a majority of directors present requests a ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the chair of the meeting may exercise a second vote to break the tie.

#### **4.16 Closed Meetings**

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

#### **4.17 Meetings by Telecommunications**

Directors may hold meetings by teleconference or by other electronic means that permit all persons participating in the meeting to hear each other.

- (a) If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other electronic communications facilities to which all directors have equal access and as permit all persons participating in the meeting to hear and communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- (b) At the commencement of each such meeting the Secretary of the meeting will record the names of those persons in attendance in person or by electronic communications facilities and the chair of the meeting will determine whether a quorum is present. The chair of each such meeting shall determine the method of recording votes thereat, provided that any director present may require all persons present to declare their votes individually. The directors shall take such reasonable precautions as may be necessary to ensure that such communications facilities are secure from unauthorized interception or monitoring.

#### **4.18 Powers of the Board**

The Board shall determine the general policies and direction of the Corporation. On an annual basis the board will review the strategic plan and policies of Ski Jumping Canada. The Board shall exercise all the powers that are conferred upon it by the Act or this Bylaw, including the approval of the budget of the Corporation and shall monitor the development and implementation of the operational policies of the Corporation. The Board may, from time to time, borrow funds and may pledge any assets allowed by law, to ensure payment of loans or other Corporation debts.

#### **4.19 Expenditures**

The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Foundation the right to employ and pay salaries to employees on behalf of the Corporation.

#### **4.20 Dispute Resolution**

The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

### **ARTICLE V: OFFICERS**

#### **5.1 Composition**

The Officers will be comprised of the Chair, Vice-Chair, Treasurer and Secretary and any such other officers as the Board of directors may by resolution determine.

#### **5.2 Election of Officers**

At the first Board meeting following the election of directors at a Meeting, the Board shall appoint from amongst themselves directors to serve in the positions of Vice-Chair, Treasurer and Secretary.



### 5.3 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 Corporation; will preside at the Annual Meetings and Special Meetings of the Corporation and Board meetings and will be the official spokesperson of the Corporation. He or she will communicate with and report to the Board on a regular basis; will see that all orders and resolutions of the Board are carried into effect; will sign all documents requiring his/her signature and will perform such other duties as may from time to time be established by the Board. If the Chair suffers a Disability during his term, the Board shall immediately appoint the Vice-Chair to act as Chair in the interim and the Members shall elect at the next Annual Meeting or Special Meeting a new Chair to serve for the balance of the Chair's term of office, if required based on the status of the Disability.
- (b) The **Vice-Chair** will exercise the duties and powers of the Chair during the Chair's absence or inability to act, and will exercise such other duties and responsibilities as may be determined by the Board. In the absence of both the Chair and Vice-Chair, these duties will be exercised by another director chosen by the Board. The Vice-Chair will be responsible for the risk management activities of the board, including managing the various insurance policies.
- (c) The **Treasurer** shall have the general charge of the finances of the Corporation. He or she will keep proper accounting records as required by the Act and will cause to be deposited all monies and other valuable effects received by the Corporation in the name of and to the credit of the Corporation in such banks or other depositories as designated by the Board. The Treasurer shall render to the Board, whenever so directed, a report of the financial condition of the Corporation and all transactions as Treasurer. As soon as possible after the close of each financial year, the Treasurer shall make and submit to the Board financial statements for the year ended and shall arrange for the accountant, if and when appointed in accordance with the Act, to issue a report on such financial statements for the year. He will prepare annual budgets and perform such other duties as may from time to time be established by the Board.
- (d) The **Secretary** shall attend to the giving and service of all notices of the Corporation and shall keep in safe custody the seal of the Corporation. He or she shall have charge of the corporate records of the Corporation, including a register containing the names and addresses of Registered Participants, Ski Jumping Associations, Members and directors, together with copies of all reports made by the Corporation and such other records and papers as the Board may direct. The Secretary shall be responsible for the taking of Minutes for Members' Meetings and for Board meetings and for maintaining a Minute Book and further for the keeping and filing with various agencies of all books, reports, certificates and other documents as required by law, including annual filings.
- (e) The duties of all other Officers of the Corporation will be such as the terms of their engagement call for or the Board requires of them.

### 5.4 Removal

An Officer may be removed by Special Resolution of the Members in the case such Officer was elected by the Members or by Ordinary Resolution of the Board in such case where the Officer was appointed by the Board, 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 or Ordinary Resolution as applicable, is put to a vote. If the Officer is removed, his position as a director will automatically and simultaneously be terminated.

## **5.5 Vacancy**

Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

## **5.6 Executive Committee**

A Committee (the "**Executive Committee**") will be established comprising all the Officers. The role of the Committee will be to conduct routine business of the Corporation between meetings of the Board, to respond in a timely manner to specific issues and to report on its deliberations, in a timely fashion, to the Board.

## **5.7 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 provided that seven (7) days notice is given to each member of the Executive Committee. The notice requirement will not be necessary if all Officers waive the requirement thereof.

## **5.8 Quorum**

Quorum will be a majority of the Executive Committee members.

## **5.9 Voting**

Each Executive Committee member is entitled to one (1) vote. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the resolution is defeated.

## **5.10 Closed Meetings**

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

## **5.11 Appointment of Committees**

The Board will appoint a Finance Committee, Governance and Nomination Committee and High Performance Athlete Committee (with athlete and coach representation), and may appoint such other committees, as it deems necessary for managing the affairs of the Corporation (each such committee being a "**Committee**" and together being "**Committees**"). The Board may appoint members of Committees or provide for the election of members of Committees (including athlete and coach representatives), may prescribe the terms of reference and operating procedures of Committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the constitution or this Bylaw.

## **5.12 Quorum**

A quorum of any Committee will be the majority of its Committee members.

## **5.13 Voting**

Each member of every Committee will have one (1) vote at meetings of that Committee, except that any Committee member otherwise an employee or contractor of the Corporation will not have a vote.

#### **5.14 No Remuneration**

Members of the Committees will not receive remuneration for their services as a member of a Committee, but with prior Board approval may be paid reasonable expenses incurred by him/her in the performance of a Committee function.

#### **Conflict of Interest**

#### **5.15 Conflict of Interest**

In accordance with the Act, a director, Officer, 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 Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, will refrain from voting or speaking in debate on such contract or transaction and will otherwise comply with requirements regarding conflict of interest.

### **ARTICLE VI: FINANCE AND MANAGEMENT**

#### **6.1 Fiscal Year**

The fiscal year of the Corporation will be from April 1st to March 31st, or such other period as the Board may from time to time determine.

#### **6.2 Bank**

The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

#### **6.3 Auditors**

At each Annual Meeting, the Treasurer shall advise the Members of the Corporation's requirements for financial review in order to comply with the Act requirements. Depending on the Act requirements, the Members will then appoint an accountant for a review engagement or audit. The accountant will hold office until the next Annual Meeting provided that the directors may fill any casual vacancy in the office of the accountant. The accountant will not be an employee or a director of the Corporation.

#### **6.4 Books and Records**

The necessary books and records of the Corporation required by this Bylaw or by applicable law will be necessarily and properly kept. The Board will from time to time determine which Board minutes and records will be made available to Members. All other books and records will be available for viewing at the head office of the Corporation in accordance with the Act.

#### **6.5 Signing Authority**

Deeds, transfers, assignments, contract, obligations and other instruments in writing requiring execution by the Corporation may be signed by either the Chair or the Treasurer, together with one (1) other Officer authorized by the Board of directors (each person referred to is an "**Authorized Signatory**"). The Board will have the power to appoint individuals to negotiate or prepare documents that may require signing by the Corporation and then designate them as signatories for the Corporation. These documents will be considered binding upon the Corporation. Copies of all contractual documents will be provided to the Board at the next meeting.

## **6.6 Annual Financial Statements**

The Corporation may, instead of sending to the Members copies of the annual financial statements and further information respecting the financial position of the Corporation as required by the Act, publish a notice to its Members stating that these documents are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE VII: AMENDMENT OF BYLAWS**

### **7.1 Directors Voting**

Except for matters set out in the Act, which require a Special Resolution of Members, this Bylaw may be amended by directors at a meeting of the Board and will have full force and effect until such time as the amendments are sanctioned by a majority affirmative vote of the Members present at the next meeting of Members, or defeated.

### **7.2 Members Voting**

Except for matters set out in Section 2.1 *Membership*, Section 2.2 *Membership Qualifications*, Section 3.5 *Notice*, Section 3.13 *Proxy Voting* and such other provisions as may be set out in the Act as requiring approval by Special Resolutions of the Members, this Bylaw may be amended by a Ordinary Resolution of the Members present at the next meeting of Members.

### **7.3 Notice**

Notice of the proposed amendments to this Bylaw will be provided to Members between twenty-one (21) and thirty-five (35) days prior to the date of the meeting at which they are to be considered.

## **ARTICLE VIII: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.1 Indemnity**

The Corporation will indemnify and hold harmless out of the funds of the Corporation 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 to the fullest extent permitted by the Act, unless the same shall happen by or through his failure to exercise the powers and to discharge the duties of his office honestly, in good faith and with a view to the best interest of the Corporation and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **8.2 Insurance**

The Corporation will at all times maintain in force such general liability insurance and directors and officers liability insurance as may be approved by the Board (the "**Insurance**").

### **8.3 Protection of Reputation**

To provide for the adequate protection of the reputation of the Corporation (including its Members, directors and Officers) any individual who: (i) has been convicted of a serious criminal offence and has not received a Pardon for the offence; or (ii) is currently under a sanction of two (2) years or greater pursuant to the World Anti-Doping Code or the CADP Rules, may not serve as a Member, director, Officer, on a Committee or otherwise serve in an official capacity for the Corporation. An individual who is a Member shall also be subject to the provisions of Section 2.9.

## **ARTICLE IX: DISSOLUTION**

### **9.1 Dissolution**

In the event of the dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities will be distributed to the Canadian Snowsports Association or such other qualified donee, within the meaning of the *Income Tax Act*, as the Members may designate.

## **ARTICLE X: ADOPTION OF THIS BYLAW**

### **10.1 Adoption by Board**

This Bylaw is adopted by the Corporation's Board of directors at a meeting of the Board duly called and held on \_\_\_\_\_.

### **10.2 Ratification**

This Bylaw is ratified by a two-thirds (2/3) affirmative vote of the Corporation's Members at a meeting of Members duly called and held on \_\_\_\_\_.

### **10.3 Repeal of Prior Bylaws**

In ratifying this Bylaw, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.