

Kawartha Nordic Ski Club By-laws

By-law Number 1

A by-law relating generally to the conduct of the affairs of Kawartha Nordic Ski Club Incorporated.

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

Section 1 — General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
4. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
5. "Director" means an individual occupying the position of director of the Corporation;
6. "Member" means a member of the Corporation;
7. "Members" means the collective membership of the Corporation; and
8. "Officer" means an officer of the Corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words

importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers, if both Officers are also Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

Section 2 — Directors

2.01 Board Composition

The Board shall consist of ten Directors each of whom at the time of their election shall have been a **Class A** Member for at least one year and remain a **Class A** Member of the Corporation for the term of their office. The past president, if appointed, shall also be part of the Board and serve as the eleventh Director.

2.02 Election and Appointment

The Directors shall be elected by the **Class A** Members at the first meeting of Members and at succeeding annual meetings. The most recent president to have served to the end of their term of office shall be appointed as an additional Director without election at the annual meeting of Members where they cease to hold the office of the president.

2.03 Term

The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting after they are elected or appointed or until their successors are elected or appointed.

2.04 Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. If the Director resigns their membership in the Corporation;
3. if the Director dies;
4. if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
5. if, at a meeting of the Members, the Members by special resolution remove the Director before the expiration of the Director's term of office.

2.05 Filling Vacancies

Outside an annual meeting, a vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect a quorum of Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; or
3. a quorum of Directors may fill a vacancy among the Directors.

2.06 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.07 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 1. considered reasonable by the Board;
 2. approved by the Board for payment by resolution passed before such payment is made; and
 3. in compliance with the conflict of interest provisions of the Act; and
3. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

Section 3 — Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the president, vice-president, or any two Directors at any time and any place on notice as required by this By-law, provided that,

for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The president shall preside at Board meetings in the role of chair; in the absence of the president, the vice-president shall preside in the role of chair; and in the absence of both the president and vice-president, the Directors present shall choose one of their number to act as the chair.

3.05 Consensus and Voting

Unless otherwise required by the Act, questions arising at any Board meeting shall be decided by a consensus of the Directors present at the meeting. A consensus will be considered to have been reached when no Director objects to the question on the floor before the meeting. Should the chair determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by a majority vote of the Directors present at the meeting. In that event, each Director present at the meeting is authorized to exercise one vote. In case of an equality of votes, the chair shall have a second or casting vote.

3.06 Participation by Synchronous Telephonic or Electronic Means

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.07 Participation by Asynchronous Electronic Means

When a resolution requires a decision before the next meeting of the Board, a resolution may be moved by electronic communication. If full consensus is achieved and all Directors of the Corporation indicate their support for the resolution by return electronic communication, the resolution shall be as valid as if it had been passed at a Board meeting and shall be entered into the minutes of the meetings of the Board.

Section 4 — Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on June 30 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 — Officers

5.01 Officers

The Board shall appoint from among the Directors a president and vice-president, and may appoint a Director or any person to be treasurer and secretary at a meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of past president shall be held by the most recent president to have served to the end of their term of office, unless they are no longer a Director, in which case the office of past president shall be left vacant. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed,
2. the Officer's resignation, or
3. such Officer's death.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the President

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.

The president shall serve as the Board's central point of communication with the senior management of the Corporation; provide guidance to senior management regarding the Board's expectations and concerns; and lead the Board in monitoring and evaluating the performance of senior management.

The president shall also perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice-President

If appointed, the vice-president shall work collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities. The vice-president shall perform such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

If appointed, the treasurer shall work collaboratively with the president and senior management to support the Board in achieving its fiduciary and financial responsibilities.

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and

disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The treasurer shall present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

The treasurer shall also perform such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

If appointed, the secretary shall attend and be the secretary of all Board and Members' meetings. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

The secretary shall also perform such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Past President

If appointed, the past president shall work as a consultant to the president to support the Board in fulfilling its fiduciary responsibilities. The past president shall perform such other duties as may be required by law or as the Board may determine from time to time.

Section 6 — Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of

the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 — Conflict of Interest

7.01 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 — Members

8.01 Members

Subject to the articles, there shall be ~~one class~~ **two classes** of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

Class A members shall have voting privileges subject to the articles and by-laws of the Corporation, and may be elected to the Board of Directors, while Class B members shall not have voting privileges and may not be elected to the Board of Directors.

Class B members shall include all accepted applicants for membership under the age of 18 and any other accepted applicants that request class B membership.

8.02 Dues

Membership dues and conditions pertaining to the payment thereof shall be fixed by resolution of the Board.

8.03 Honorary Members

Members that have been named as such by resolution of the Board, for distinguishing themselves in cross-country skiing or service to the Corporation, shall be called Honorary Members.

8.04 Membership

Membership shall commence upon the date of receipt by the Corporation of an annual application for membership, the date of receipt by the Corporation of all membership dues, the date of resolution of the Board accepting their membership into the Corporation, or such other date as may be set by the Board, whichever is later.

A membership in the Corporation is not transferable and automatically terminates:

1. on November 30 in each year or on such other date as the Board may from time to time by resolution determine;
2. if the Member resigns; or
3. If such membership is otherwise terminated in accordance with the Act.

8.05 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles, By-laws or such policies as the Board may from time to time institute by resolution.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written

submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 — Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 percent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director, and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 20 Members present in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The president shall be the chair of the Members' meeting; in the president's absence, the vice-president shall be the chair; in the absence of both the president and vice-president the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

1. each **Class A** Member whether present in person or by proxy shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Adjournments

The chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 — Notices

10.01 Special Notice

The Members shall receive notice of any substantial changes to the Corporation, where substantial changes shall mean changes relating to strategic direction, stewardship plans, new buildings, land holding and disposition, new or significantly revised trail routes and types, significant tree cutting or landscape changes, significant projects, or significant financial decisions. This notice may be given at a Members' meeting or by electronic means, and shall offer a fulsome opportunity to provide feedback to the Board before any Board resolutions are made on the listed substantial changes. The Board may act without such notice of substantial changes or opportunity for feedback in an emergency situation but shall, to the extent possible, make best efforts to carry them out.

10.02 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.03 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 — Adoption and Amendment of By-laws

11.01 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law

Enacted November 8, 2021.

Todd Harris, President

Fiona McGuiness, Secretary