

Kawartha Nordic Ski Club Incorporated By-laws

BY-LAW NUMBER 1

**A By-law relating generally to
the transaction of the affairs of the**

KAWARTHA NORDIC SKI CLUB INCORPORATED

BE IT ENACTED as a by-law of KAWARTHA NORDIC SKI CLUB INCORPORATED as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Peterborough, in the Province of Ontario and at such place as the Directors may from time to time determine.

SEAL

2. The seal, an impression whereof may be stamped in the margin hereof (original document only), shall be the corporate seal of the Corporation or in such other form as the Directors may from time to time adopt.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of 10 Directors, each of whom at the time of their election shall have been a Member for at least one year and throughout their term of office shall be a Member of the Corporation. Each Director shall be elected to hold office for a two-year term until the second annual meeting after they shall have been elected or until their successor shall have been duly elected and qualified. All those Directors who have completed their two-year term shall retire at the second annual meeting after they began their term but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any Member. The Board may, by a majority of the votes cast at a meeting, elect any person to fill a vacancy on the Board for a term extending until the next annual meeting of the Corporation.

The Board shall have full power and authority to manage and control the affairs of the Corporation, subject to these by-laws and the procedures of notifying and engaging the Members on significant decisions under section 9. In an emergency situation, the Board may act and may delegate its powers to the Executive Committee.

The Past-President of the Corporation shall serve as a Director for a period of one year until the next annual meeting of the Corporation and act in an advisory capacity to the Board.

VACANCIES, BOARD OF DIRECTORS

4. The office of Director shall be automatically vacated if:

- a) a Director resigns their office by delivering a written resignation to the secretary of the Corporation,
- b) a Director resigns their active membership in the Corporation,
- c) they are found to be mentally incompetent or becomes of unsound mind,
- d) they become bankrupt or suspends payment or compounds with their creditors, or
- e) at a special general meeting of active Members a resolution is passed by at least two-thirds of the votes cast that a Director be removed from office.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President, by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered in person, mailed, telephoned or sent by electronic means to each Director not less than three days before the meeting is to take place or, where emergency circumstances are declared by the President, Vice-President or Secretary, not less than one day before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

6. A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the *Corporations Act*. Except as provided by the Act, no such Director shall vote on any resolution to approve any such contract. The Board in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any meeting of Members called for the purpose of considering the same and, subject to Section 71 of the Act, any such contract, act, or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Corporation.

ERRORS IN NOTICE, BOARD OF DIRECTORS

7. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or make void any proceedings taken or had at such meeting and any Director may at any

time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

8. Questions arising at any meeting of Directors shall be decided by consensus or, failing agreement, by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, their duties may be performed by the Vice-President or such other Director as the board may from time to time appoint for the purpose.

POWERS

9. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting when acting upon such statement or report.

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects, or defaults of any other Director or officers, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto unless the same shall happen through their own dishonesty or by occasioned by their own willful neglect or default.

Every Director of the Corporation and their heirs, executors and administrators and estate and effects respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

a) All costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in some respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office or alleged so to be except such costs, charges or expenses as are occasioned by their own willful default or neglect.

b) All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own willful default or neglect.

At a general or special meeting or by electronic means, the Members shall receive advance information and have a fulsome opportunity to provide feedback before the Board considers and implements any major plans of the Corporation, including those relating to: strategic directions, new or significantly revised trail routes and types, new buildings, land holding and disposition, tree cutting or other significant landscape changes, stewardship plans, and substantial projects or financial decisions. The Board may act without such procedures in an emergency situation but shall, to the extent possible, make best efforts to carry them out.

REMUNERATION OF DIRECTORS

10. The Directors shall receive no remuneration for acting as such, unless otherwise authorized by law.

OFFICERS OF CORPORATION

11. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board may determine by by-law from time to time. One person may hold more than one office except the office of President. The President and Vice-President shall be elected by the Board from among their number at the first meeting of the board after the annual election of such Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

12. The President shall, when present, preside at all meetings of the Members of the Corporation and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, their duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board

may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

13. The Secretary shall be ex officio clerk of the Board. They shall attend all meetings of the Board and record all facts and minutes of all proceedings in the records kept for that purpose. They shall give all notices required to be given to Members and to Directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board.

DUTIES OF THE TREASURER

14. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall have care and custody of and deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board. They shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor and shall render to the Board at the regular meetings thereof or whenever required of them, an account of all their transactions as Treasurer, and of the financial position of the Corporation. They shall also perform such other duties as may from time to time be determined by the Board.

DUTIES OF OTHER OFFICERS

15. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

COMMITTEES

16. Subject to section 70 of the *Corporations Act*, the Directors may elect from among their number an Executive Committee consisting of not fewer than three Directors and may delegate to such Executive Committee any of the powers of the Board, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Board. Subject to the By-laws and any resolution of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may, from time to time, adopt, amend or repeal rules or procedures in this regard. The quorum shall be a majority of the Executive Committee's members. Any Executive Committee member may be removed by resolution of the Board. Executive Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

17. The Board may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any

such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors of the Corporation.

EXECUTION OF DOCUMENTS

18. All deeds and other documents shall be signed by any two officers of the Corporation so designated by the Board, and when so signed and delivered, shall be received as an act of the Corporation. Copies of the by-laws, resolutions or other proceedings of the Board or Members of the Corporation may be certified under the corporate seal of the Corporation by the President or any officer of the Corporation.

All other contracts, agreements, engagements of instruments may be signed by such officer, Director, agent or attorney as the Board may from time to time by resolution appoint to perform such duties and failing appointment by any one of the persons authorized to sign documents under the seal of the Corporation.

The Board shall have power from time to time by resolution to appoint any other officer or officers of any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing both under the seal of the Corporation and otherwise.

BOOKS AND RECORDS

19. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

20. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals who have filed an application for membership and been accepted as Members by resolution of the Board. Each Member shall promptly be informed by the Secretary of their admission as a Member.

Membership in the Corporation shall be defined as one of:

Honorary: those persons who, because they have distinguished themselves in cross-country skiing or have given notable service to the club, are named Honorary Members by the Board; or

Active: fully paid up Members in good standing.

Membership shall terminate on November 30 of each year, or on such other date as the Board may specify by resolution. Each Member, sixteen years of age and over, in good standing and being a Member for at least thirty (30) days in advance of the meeting, shall be entitled to one vote on each question arising at any special or general meeting of the Members. Members may vote through a duly authorized proxy.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board.

In case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by them to the Corporation prior to acceptance of their resignation.

DUES

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

ANNUAL AND OTHER MEETINGS OF MEMBERS

22. The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board elected, and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Board or the President or Vice-President or any ten Members having expressed in writing the reason for their request, shall have power to call at any time a general meeting of the Members of the Corporation. No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail or electronic means 21 days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

23. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such

meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be their last address recorded on the books of the Corporation.

ADJOURNMENTS

24. Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

25. A quorum for the transaction of business at any meeting of Members shall consist of not less than ten Members present in person or represented by proxy.

NOMINATING COMMITTEE

26. A nomination committee shall be selected and chaired by the Past President, or in their absence, the President, for the purpose of submitting a list of willing nominees to the Secretary at least 30 days prior to each election. The Directors shall appoint two scrutineers to count the ballot and the results shall be announced at the Annual Meeting. The election shall take place at the Annual Meeting according to the by-laws. Nominations for any positions on the Board of Directors may be made in writing or by electronic means provided the nominee has demonstrated agreement and filed with the Secretary of the Board thirty days prior to the Annual Meeting.

VOTING OF MEMBERS

27. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each Member of the Corporation, sixteen years of age and over, shall at all meetings of Members be entitled to one vote and they may vote by proxy. Such proxy need not herself or himself be a Member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from their constituent or constituents. No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless they have paid all dues or fees, if any, payable by them.

At all meetings of Members every question shall be decided by consensus or, failing agreement, by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of

the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person or by proxy, and any such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

FINANCIAL YEAR

28. Unless otherwise ordered by resolution of the Board, the fiscal year of the Corporation shall terminate on the 30th day of June.

CHEQUES

29. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers, for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporations' rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balance and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

30. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, credit unions or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

31. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either by personal delivery, prepaid mail, electronic means addressed to the Director, officer or Member at their or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or if sent

by electronic means shall be held to be sent when the same was sent as recorded in the communication. For the purpose of sending any notice, the address of any Member, Director or officer shall be their last address as recorded on the books of the Corporation.

BORROWING

32. The Directors may, from time to time:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

AGENTS AND EMPLOYEES

33. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority, shall perform such duties and shall receive such remuneration as shall be prescribed by the Board at the time of such appointment or which the Board may delegate to that person.

INTERPRETATION

34. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the plural “they” or “their” shall include the singular number or the masculine or feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.

PASSED by the Members at the Members’ meeting of November 9th, 2020, and sealed with the corporate seal.

President and Secretary signatures on original