

## CADS - Ontario

### BYLAWS

#### ARTICLE 1 - PRELIMINARY MATTERS

1.1. **NAME:** The name of the Corporation is **Canadian Adaptive Snowsports – Ontario Division**, the “Corporation”.

1.2 **PURPOSE:** Canadian Adaptive Snowsports is a volunteer-driven organization dedicated to "assisting individuals with a disability to lead richer and fuller lives through active participation in recreational and competitive snow skiing and snowboarding."

1.3 **LANGUAGE:** Herein, “Act” means the Ontario *Corporations Act* and where context requires, includes the regulations made under it, as amended from time to time. Words importing the singular include the plural and vice versa and words importing one gender include all genders.

1.4 **SEVERABILITY:** 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 Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.

1.5 **SEAL:** The seal, if any, shall be in the form determined by the Board.

#### ARTICLE 2 – MEMBERSHIP

2.1 **MEMBERS:** Membership in the Corporation shall consist of one class of Members. The Board may, by resolution approve admission of Members into Membership in the Corporation by resolution of the Board of Directors. The Board of Directors will determine a membership application process and membership fee annually at their discretion to be set out in policies and procedures of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board of Directors by resolution.

**2.2 MEMBERSHIP FEES:** The Board of Directors may determine the amount and the manner in which membership fees are to be paid. Members shall be notified in writing other fees payable by them and, if any are not paid within 30 days of the membership renewal date, the Members in default shall cease to be Members.

**2.3 TERM:** The term of Membership shall be one year, ending on August 31<sup>st</sup> annually and subject to renewal in accordance with the policies of the Corporation. A Membership is not transferable and automatically terminates if the Member resigns in writing or is terminated by:

- death of Member;
- non-payment of annual fees;
- dissolution the of Corporation; or
- disciplinary action.

**2.4 MEMBER RIGHTS:** Members shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one vote at all Member meetings (provided they are eighteen (18) or older).

**2.5 MEMBER DISCIPLINE:** Upon fifteen (15) days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of a membership for violating any provision of the articles or the by-laws. Notice shall set out the reasons for the notice and the Member shall be entitled to submit a written submission in regards to the matter not less than five (5) days before the end of the fifteen (15) day period. The Board of Directors shall consider the written submission before the final decision regarding the discipline action.

### **ARTICLE 3 – MEETINGS OF MEMBERS**

**3.1 ANNUAL MEETING:** The annual general meeting shall be held within six months of the end of the Corporation fiscal year end of July 31<sup>st</sup>. The annual general meeting shall be held on a day and place within Ontario fixed by the Board of Directors.

**3.2 BUSINESS TRANSACTED:** The business transacted at the annual meeting shall include:

- receipt of agenda;
- receipt of previous minutes and any special Member meetings;
- consideration of financial statements ;
- receipt of annual reports;
- report of the auditor and appointment of auditor for upcoming year;
- election of Directors;
- such other business as may be set in the notice of the meeting.

**3.3 SPECIAL MEETINGS OF MEMBERS:** The Board of Directors may call for a special meeting of the Members of the Corporation upon the written request of no less than seven (7) members.

**3.4 CHAIR OF MEMBERS MEETINGS:** The annual and special meetings shall be chaired by: (a) President of the Board; (b) the Vice-President of the Board if the President is absent; (c) the Past President, if the Vice-President is absent and (d) a Member elected by the members present if the President, Vic-President and Past President are absent. The President shall have the right to vote at all meetings but shall not have a second casting vote.

**3.5 PROXIES:** Votes at meetings of the members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, every Member, proxy holder or individual authorized to represent a Member shall have one (1) vote. A proxy shall be executed by the Member.

**3.6 NOTICE:** Notice for the annual general meeting or any special meeting of the members shall be provided to all members at least fourteen (14) days in advance of such meeting. Notice of a special meeting must contain sufficient information to permit the Members to form a reasoned judgement on the decision. Notice may be given by post mail, facsimile transmission or electronic mail. No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting and any Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at such meeting. For the

purpose of sending notices to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books.

**3.7 QUORUM:** Quorum for any meeting of the members shall be a majority of the members entitled to vote at the meeting, in person or by proxy. A quorum need not be present throughout the meeting in order for the Members to proceed with the business of the meeting.

**3.8 VOTING:** Business arising at Member's meetings shall be decided by a majority of votes unless otherwise required by applicable legislation. Each Member is entitled to one vote. Votes shall be by show of hands unless a written ballot is requested by any Member. When a vote by show of hands is taken, 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 is conclusive evidence of the fact without proof of number or proportion of votes. If requested, the Chair shall determine the manner of written ballot. If there is a tie, a written ballot is required. A tie on the written ballot, the motion is lost.

**3.9 ATTENDANCE:** The only persons entitled to attend members meetings are Members, Directors, the auditors of the Corporation. Other person may be admitted upon the invitation of the Chair of the meeting or the majority consent of the Members present.

## **ARTICLE 4 – BOARD OF DIRECTORS**

**4.1 DIRECTORS:** The Board of Directors shall consist of 11 Directors. Directors must be Members. The Directors shall be elected by the Members for a term ending no later than the end of the second annual meeting of Members following the election. No Director may serve more than four terms consecutively.

**4.2 ELECTION:** The Board may appoint a nominating committee on an as needed basis in order to seek candidates for election. Such nominations shall be proposed and provided to the membership prior to the annual general meeting. Nominations will also be accepted at the annual general meeting provided that they are proposed and seconded accordingly and the nominator accepts the nomination in writing before the vote.

**4.3 VACANCIES:** The office of a Director shall be vacated immediately:

- a) if the Director resigns by written notice, which resignation shall be effective at the latest of, the time it was received, or the time specified in the notice;
- b) if the Director dies;
- c) if the Director becomes bankrupt;
- d) if the Director is found incapable of managing property under Ontario law;  
or
- e) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the end of their term.

**4.4 FILLING VACANCIES:** A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if there is not a quorum of Directors, the Directors shall call a special meeting of Members to fill the vacancy without delay;
- c) if the vacancy is a result of a Members resolution to remove the Director, the members may fill the vacancy by a majority vote.
- d) a Director filling a vacancy hold office for the remainder of the unexpired portion of the term of the vacating Director after which they shall be eligible for election as a Director.

**4.5 COMMITTEES:** The Board may establish any committee it determines necessary for the execution of the Board's responsibilities subject to legislated limitations. The Board shall determine the composition and terms of reference for committees and may dissolve the committee by resolution at any time.

**4.6 REMUNERATION:** Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as Directors, provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their duties as Director;
- b) 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 is i.) considered reasonable by the Board, ii) approved by the Board for payment by

resolution before the payment is made; and iii) in compliance with legislated conflict of interest provisions.

- c) 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 charity, unless the provisions of the laws applicable to charitable corporations are complied with.

**4.7 CONFLICT OF INTEREST:** a Director who is in any way directly or indirectly interested in a contract or transaction with the corporation shall make the disclosure required by law and shall not attend any part of the meeting of Directors or vote on any resolution to approve such contract or transaction.

**4.8 MEETINGS:** There shall be a minimum of 4 Board of Directors meetings per year. The Board may fix the place and time of regular Board meetings and send a copy of their resolution doing so to each Director and no other notice is required or meetings may be called by any two Directors by giving not less than seven (7) days notice to each Director stating the time and place of the meeting. Quorum shall be a majority of Directors. Guests may attend at the invitation of the Board only.

**4.9 CHAIR:** The Chair shall preside at Board meetings. If absent, the Chair shall choose a Director to act as Chair of the meeting.

**4.10 VOTING:** Each Director shall have one vote. Questions arising shall be decided by a majority of votes. If a vote is tied, the Chair shall have a second casting vote.

**4.11 PARTICIPATION BY OTHER MEANS:** If all the Directors consent, a Director may participate in a meeting of the Board by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director so participating is deemed present.

**4.12 PROTECTION OF DIRECTORS AND OFFICERS:** No Director, officer or committee Member 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 acquire 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 acts 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 their respective office or trust provided that they have complied with the legislation and the corporation articles and bylaws and exercised their powers and discharged their duties in accordance with the legislation.

## **ARTICLE 5 – OFFICERS**

**5.1 OFFICERS:** The Board shall appoint a Chair, a President, a Treasurer and a Secretary. The same person may hold 2 or more offices. The Board may appoint other officers as deemed necessary who shall have the authority and perform such duties as prescribed by the Board. Officers shall cease to hold office upon resolution of the Board. Officers are responsible for their appointed duties but may delegate such duties as they deem advisable.

**5.2 CHAIR:** The Chair shall preside at Board and Member meetings and such other duties as may be required by the law or as the Board determines.

**5.3 PRESIDENT:** The President shall provide leadership to the Board and report to each annual meeting of the members concerning operations. The President shall be the Board's central point of communication with management and with the public. The President shall perform such other duties as may from time to time be determined by the Board.

**5.4 VICE-PRESIDENT:** If a Vice-President is elected, the Vice-President shall have all of the powers and perform all the duties of the president in their absence and other duties as determined by the Board from time to time.

**5.5 SECRETARY:** The Secretary shall cause to be kept a record of the minutes of all meetings, keep all minute books, documents and registers of the Corporation required to be kept by law, keep records of members and addresses and give notice as required, ensure proper reports are filed in accordance with the law and

the requirements of the Board, and other duties as determined by the Board from time to time.

**5.6 TREASURER:** The Treasurer shall cause to be kept proper books of accounts and records in compliance with the law, submit financial reports at each Board meeting, and perform such other duties as may from time to time be directed by the Board.

## **SECTION 6 – FINANCES**

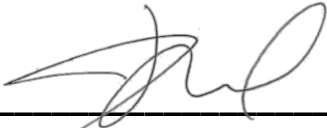
**6.1: BANKING:** The Board shall designate the bank in which the money or other securities of the corporation shall be placed for safekeeping from time to time by valid resolution.

**6.2: FINANCIAL YEAR:** The financial year end of the corporation is July 31st or such other date as the Board may determine from time to time by resolution.

## **SECTION 7 - ADOPTION AND AMENDMENT OF BY-LAWS**

**7.1 AMENDMENTS:** This by-law may be amended by a majority vote of the Board and the members. An amendment passed by the Board, unless confirmed at a general meeting of the Members of the Corporation duly called for that purpose, is effective only until next Annual General Meeting.

**Enacted on the 3rd day of July, 2019.**

  
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President

  
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Secretary