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By-Laws

as of April 14, 2011

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A by-law relating generally to the conduct of

THE HIGH PARK SKI CLUB INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of
THE HIGH PARK SKI CLUB INC. as follows:

Section 1.0

DEFINITIONS

1.1

For the purposes of this by-law:

(1) “Annual Meeting” means a meeting of Members held not before the first day of September and not later than the 30th day of September of each and every year, whereat any Member has an opportunity to raise matters relevant to the affairs and business of the Corporation.

(2) “Board” means the Board of Directors of the Corporation.

(3) “Board approval” means the approval of a majority of Directors present at a meeting of the Board.

(4) “Bookkeeper” means a person who keeps a systematic record of the business and accounting transactions of the Corporation.

(5) “Candidate” means a person seeking membership in the Corporation. A Candidate fills out a Membership Application Form and pays the applicable fee to the Corporation. The Membership Application Form is submitted to the Corporation for approval. Candidates shall not enjoy any rights or privileges afforded to Members of the Corporation. If a Candidate’s Membership Application is declined, the fees paid by the Candidate in connection with the submission of the Membership Application Form will be refunded.

(6) “Corporation” means the High Park Ski Club, Inc.

(7) “Current Membership List” is the list of members for the current membership year.

(8) “Election Meeting” means a meeting of Members held not before the 15th day of March and not later than the 30th day of April in each and every year, at which the Board for the ensuing year is elected to office.

(9) “Election Year” means that period of time commencing on the 1st day of May and terminating on the 30th day of April in each and every year.

(10) “Fiscal Year” means that period of time commencing on the 1st day of May and terminating on the 30th day of April in each and every year.

(11) “Life Member” means continuous membership in the Corporation for an unbroken period of twenty five (25) years or longer.

(12) “Member” means a Candidate whose Membership Application has been accepted by the Corporation. The Board of Directors may, by resolution, accept each Candidate’s membership application whereupon each Candidate shall become a Member of the Corporation. The Board, in its sole, absolute and unreviewable discretion, reserves the right to decline any Candidate’s application for membership in the Corporation.

(13) “Approved Member” means any and all Members of the Corporation for the Membership Year, as accepted by resolution of the Board of Directors.

(14) “Membership Application Form” is the form used by Candidates to apply to be a Member of the Corporation.

(15) “Membership Fee” is the amount determined by the Board for annual membership in the Corporation. The membership fee is non-refundable, unless approved by a special resolution of the Board.

(16) “Membership Year” means that period of time commencing on the 1st day of October and terminating on the 30th day of September in each and every year.

(17) “Officer” means a person in a position of authority in the Corporation appointed by a member of the Board or his/her delegate.

(18) “Poll” means a counting or canvassing of a group of Members by ballot in an attempt to discover an expression of opinion on an issue.

(19) “Revoked Member” means any and all Members of the Corporation whose membership has been revoked through either the Corporation’s disciplinary procedures as outlined herein or specific resolutions of the Board of Directors. If such a resolution involves a current Director of the Board, a general meeting of the Members may be called to review such a decision.

(20) “Speaker” means the person appointed to preserve order during the annual meetings.

(21) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members of the Corporation duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

Section 2.0

HEAD OFFICE

2.1

The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario and at such place within the City where the Head Office is from time to time situated as the Directors of the Corporation may from time to time by special resolution fix.

Section 3.0

OBJECTS

3.1

The main objects of the Corporation are:

(i) To conduct and provide facilities whereby all interested Members may participate in the fellowship of good skiing, other sporting activities and related social and recreational activities.

(ii) To maintain a ski school which shall have as its purpose the promotion and education of proper ski technique by means of a team of proficient and trained instructors.

(iii) To promote social activities between the Members; and

(iv) To do all such things as are incidental or conducive to the attainment of the above objects and in particular: to operate, maintain and equip a clubhouse and recreational facilities (and in particular for skiing); and to lease lands, buildings, easements and property, real and personal, which may be necessary for the purpose of being conveniently used in connection with any of the objects of the Corporation.

Section 4.0

MEMBERSHIP

4.1 Only persons 21 years of age or over may be admitted to membership in the Corporation by a resolution of the Board.

4.2 The interest of a Member in the Corporation is not transferable, and lapses and ceases to exist upon death or when the Member ceases to be a Member by resignation, by a vote of three-quarters of the Members present and voting at a special meeting of the Members duly called for that purpose or otherwise in accordance with the by-laws of the Corporation. Any Members may resign from membership upon notice in writing to the Board, however, the membership fee is non-refundable.

4.3 The Corporation shall not admit more than 1500 paying persons to membership.

4.4 By resolution of the Board, the admission limit may be increased for the current year by up to 10%.

4.5 Life Members shall pay a reduced Membership Fee as set from time to time by the Board.

Section 5.0

DIRECTORS

5.1 The affairs of the Corporation shall be managed by a Board of eleven (11) Directors.

5.2 The Board shall be elected by the Members, except as hereinafter provided, at the election meeting of the Members or, in default of election at such meeting, then at a special meeting of the Members called for such purpose. Such election need not be by ballot unless demanded. The Directors so elected shall hold office, subject to the provisions of this section, during the two Election Years following their election. No person may become a Director of the Corporation unless the Member has been a Member in Good Standing for the current Membership Year. No person may become President of the Corporation unless the person has been a Member in Good Standing for the current and preceding Membership Years.

5.3 The term of office shall be two (2) years.

5.4 A Director shall cease to be eligible to remain a Director of the Corporation if:

- (i) at any time the Director shall become of unsound mind or be found by any court of competent jurisdiction to be mentally incompetent;
- (ii) at any time the Director shall become bankrupt or suspend payment or compound with the Director's creditors or make an authorized assignment or is declared insolvent;
- (iii) the Director ceases to be a Member of the Corporation; or
- (iv) if the Director shall have submitted a written resignation as a Director to a quorum of the Board.

5.5 The Members may by a resolution passed by at least two thirds of the votes cast at a special meeting of the Members of which notice specifying the intention to pass such resolution shall have been given, remove any Directors before the expiration of their period of office and appoint other eligible Members in their stead for the balance of their term.

5.6 In the event of vacancies in the Board occurring by reason of death, resignation or disability of any Directors or by reason of any increase in the number of the Board pursuant to a Special Resolution or by reason of any other cause (except removal by the Members under this section) the Directors then in office, provided that they constitute a quorum, shall have power by resolution to fill resultant vacancies. Otherwise any vacancies in the Board shall be filled by the Members by a Special Resolution at a general meeting of the Members.

5.7 Every Director who has, directly or indirectly, any interest in any contract or transaction to which the corporation is or is to be a party, shall declare their interest in such contract or transaction at a meeting of the Directors of the Corporation and shall at that time disclose the nature and extent of such interest and shall not vote and shall not in respect of such contract or transaction be counted in the quorum.

Section 6.0

BOARD MEETINGS

6.1 Six (6) Directors elected by the Members shall form a quorum at any meeting of the Board.

6.2 Every question considered by the Board shall be determined by a majority of Directors present. In the case of an equality of votes the President shall have the casting vote in addition to the President's ordinary vote.

6.3 Meeting of the Board may be called by order of the President, the Chairperson or any two (2) Directors at such time and place as the persons calling the meeting may determine or as may be fixed by a resolution of the Board.

Section 7.0

NOTICE OF BOARD MEETINGS

7.1 Except as set out hereinafter, notice of the holding of a meeting of the Board shall be given by mailing, telephoning, electronic mail or delivering the same at least two (2) working days (excluding any Sunday and any holiday as defined by The Interpretation Act (Ontario), excluding the day on which the notice is delivered and the day for which the notice is given, prior to the date fixed for such meeting. A meeting of the Board may be held without notice provided that all the Directors are present or those absent waive notice in writing or by electronic mail or otherwise signify in writing or by electronic mail their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting.

7.2 Each newly-elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board was elected provided a quorum of directors is present.

7.3 At any meeting at which Directors have been elected to fill vacancies on the Board, no notice of such meeting shall be necessary to the newly-elected Directors, in order to legally constitute the meeting.

7.4 If no meeting of the newly-elected Board has been held prior to the end of May in each and every year, the Chairperson of the Advisory Board of the preceding year shall have the power to call the first meeting of the newly-elected Board.

Section 8.0

DISCIPLINARY PROCEDURE

8.1 The Chairperson of the Disciplinary Committee shall be appointed by the President. The Chairperson shall appoint the remaining two (2) Members, who shall not be Board Members, to sit as required at meetings of the Disciplinary Committee.

8.2 Where any Member alleges that the conduct of another Member contravenes any of the hereinafter grounds for discipline the Member shall file a written complaint with the

Chairperson. Such complaint shall set out with reasonable particularity the alleged misconduct of the other Member.

8.3 The date of such conduct filed in the written complaint shall have occurred in either the current or preceding Membership Year, otherwise the Chairperson shall take no action.

8.4 No restriction in date of such conduct shall apply where criminal laws are alleged to have been violated, such as theft from the Corporation.

8.5 The Chairperson, upon receipt of the written complaint shall empanel the Disciplinary Committee to undertake an investigation, review the written complaint and thereupon may take any of the following actions:

(i) request an explanation in writing from the Member who is alleged to have been engaged in the alleged misconduct;

(ii) issue a warning;

(iii) find that there were grounds of discipline;

(iv) no action, provided that reasons for taking no action shall be given to the Member who filed the written complaint.

8.6 The Grounds for Discipline which will give rise to Disciplinary Committee action are:

(i) breach of or non-compliance with the rules or By-Laws of the Corporation;

(ii) breach of or non-compliance with any contractual obligation of the Corporation;

(iii) acceptance by any Member of the Corporation of any direct or indirect benefit which is attributable to their status as a Member of the Corporation, except such benefits as are provided for in the by-laws of the Corporation, where such direct or indirect benefit is not available to the general membership;

(iv) any conduct which is an unreasonable infringement of the enjoyment of the rights of membership of any Member;

(v) any proxy solicitation where no notice of such solicitation is made to the committee responsible for the operation of the meeting at which the proxy is to be used; and which committee shall, in turn, inform the membership; or

(vi) any other conduct which is contrary to the best interests of the Corporation.

8.7 The Disciplinary Committee, after having found a breach of the Grounds for Discipline, may with respect to all or any of the privileges of any Member and for such length of time as the Disciplinary Committee sees fit:

(i) revoke such privileges;

(ii) suspend such privileges;

(iii) attach such conditions to the further exercise of such privileges as seen fit;

(iv) issue a reprimand;

(v) impose a fine; or

(vi) deem the Member as a "Member Not in Good Standing".

8.8 All decisions of the Chairperson or the Disciplinary Committee are subject to appeal to the Board of Directors by any party. Upon completion of an action by the Chairperson or the Disciplinary Committee, the Chairperson shall provide a written report to the Board of Directors.

Section 9.0

REIMBURSEMENTS

9.1 No Director shall directly or indirectly receive any benefit from the Director's position as a Member unless:

- (i) the benefit has been approved by a resolution of the Board; or
- (ii) the benefit is available to all Members of the Corporation.

9.2 No Director shall directly or indirectly receive any benefit from the Director's position other than any annual amount approved by a Special Resolution of the Members at a general meeting but nothing in this section prevents any Director from being reimbursed for actual receipted expenses incurred in the performance of the Director's duties.

9.3 No Director shall be self-appointed to a position directly or indirectly under their control and receive any reimbursement as a result.

9.4 Prior to payment by the Corporation, all actual receipted expenses and, or reimbursements shall be approved by the Director responsible for the portfolio which incurred the expense.

Section 10.0

MEMBERS' MEETINGS

10.1 The Annual Meeting of the Members of the Corporation shall be held at such place in the City of Toronto and on such date as the Board may by resolution determine.

10.2 Special meetings of the Members of the Corporation may be called by Members under and pursuant to the provisions of The Corporations Act (Ontario) in their behalf or by order of the Chairperson of the Board to be held at any time, and subject to the provisions of The Corporations Act (Ontario) and of the Corporation's letters patent, supplementary letters patent, and by-laws in the City of Toronto.

10.3 A notice of a meeting of Members, written or electronic mail stating the day, hour, and place of meeting and the general nature of the business to be transacted shall be delivered or sent through the post, postage prepaid, or mailed electronically at least ten (10) clear days (excluding any Sunday and any holiday as defined by The Interpretation Act (Ontario), excluding the day on which the notice is delivered or mailed and the day for which the notice is given, before the date of such meeting to each Member at the Member's address or electronic mail address as it appears on the records of the Corporation, on any date and at any place in the City of Toronto.

10.4 The Notice of Meeting shall contain a form of proxy as prescribed in Schedule "A".

10.5 The Speaker may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the Members. 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.

10.6 Two (2) Members present in person and such entitled to vote thereat shall be a quorum of any meeting of Members for the vote on the adjournment of the meeting; for all other purposes a quorum for any meeting (unless a greater number of Members is required by The Corporations Act or by any supplementary letters patent of the Corporation, or any other by-law to be represented) shall be Members personally present not being less than sixty (60) in number and an additional 15 members via proxy. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the business.

10.7 Sixty (60) Members present in person and an additional 15 members via proxy and entitled to vote shall be a quorum at the resumption of any meeting adjourned pursuant to this section.

Section 11.0

VOTING AT MEETINGS OF MEMBERS

11.1 Every person who, at the time of voting, is a Member in Good Standing of the Corporation, is qualified to vote.

11.2 Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands. Upon a show of hands every person who is present and entitled to vote shall have one vote. After a show of hands, the Speaker may require, or any Member present in person and entitled to vote may demand, a Poll. Unless a Poll is so required or demanded a declaration by BOARD OF DIRECTORS the Speaker of the meeting that a resolution has been carried or not carried shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolutions.

11.3 At any meeting of Members all questions proposed for the consideration of the Members shall, unless otherwise required by the letters patent or by-laws of the Corporation or by-law, be determined by the majority of the votes duly cast on the question and the Speaker presiding at any such meeting shall be entitled to a second or casting vote in case of an equality of votes either upon a show of hands or upon a Poll.

11.4 If at any meeting a Poll is taken or demanded on any question it shall be taken forthwith without adjournment. The result of a Poll shall be deemed to be the resolution of the meeting at which the Poll was demanded. A demand for a Poll may be withdrawn.

11.5 No ballot shall be issued unless the member's name has been verified in the Current Membership List.

11.6 Voting by proxy on forms approved by the Board for such meeting shall be permissible at any meeting of Members. The proxy form shall be fully completed, the member's name has been verified in the Current Membership List and the proxy form has been filed with the the Secretary of the Corporation on the date and at the location of the meeting of the Members.

Section 12.0

SCRUTINEER

12.1 The Speaker at any meeting of Members may appoint Members to act as scrutineers at such meeting.

Section 13.0

ANNUAL MEETING

13.1 At the Annual Meeting of the Members, unless the Speaker directs otherwise, the following shall be the order of business:

- (i) calling the meeting to order;
- (ii) a determination that the provisions of the Corporation's by-laws regarding notice of the meeting have been complied with;
- (iii) a presentation of the annual reports of the Directors, the Advisory Board, and the Director of Finance;
- (iv) a presentation and approval of the balance sheet, statement of profit and loss, statement of surplus and accountant's report;
- (v) an appointment of accountants and providing for their remuneration;

(vi) a confirmation of the enactment, passing, repeal, amendment or enactment of any by-laws; and

(vii) such business which properly may be transacted thereat.

13.2 The conduct, procedure and operation of the Annual Meeting and general meeting shall be those rules established by the Speaker. Such rules have the objects of simplicity and lack of complicated procedure while still allowing the Members a right to speak.

13.3 The Speaker shall publish such rules prior to the business meeting of their presiding.

13.4 The minutes from the last Annual Meeting and of the last intervening special meeting of the Members, if any, shall be posted on the Corporation's website at least 10 days before the current Annual Meeting.

Section 14.0

BOARD OF DIRECTORS

14.1 The President, Director of Finance, Director of Administration, Director of Marketing, Director of Long Trips, Director of Downhill Day Trips, Director of Downhill Skiing and Snowboarding, Director of Nordic Skiing and Fitness, Director of Communications, Director of Social Activities and Director of Membership and Volunteers shall be elected to the Board at the Election Meeting from and by the general membership.

14.2 The Election Meeting shall be held annually and Members shall vote for Director positions which have completed the term of office.

14.3 At the first meeting of the Board after such Election Meeting the Board shall elect from among its Members both a Chairperson and a Vice-President. In default of the election of a President, the incumbent, being a Member of the Board shall hold office until a successor is elected.

14.4 At the first meeting of the Board after each Election Meeting the Board from time to time may appoint a Bookkeeper, a Secretary, an Assistant Treasurer, and such other assistants, Officers, agents or lawyers as may be necessary. Any assistant or Officer appointed under this paragraph must, with the exception of a Bookkeeper, be a Member of the Corporation.

14.5 The Board may from time to time remove any or all of the assistants, Officers, agents or lawyers or the Bookkeeper and fix the remuneration (if any), to be paid to any assistant, Officers, agent, lawyer or Bookkeeper elected or appointed in accordance with the preceding paragraph.

Section 15.0

DUTIES OF DIRECTORS

15.0.1 In addition to the duties listed in this section, each Director shall submit to the board,

(i) a budget and other financial information as may be requested;

(ii) the set of policies and procedures applicable to the Membership Year;

(iii) within sixty (60) days following the end of the fiscal year, a written report summarizing the results of the Fiscal Year; and

(iv) recommend changes and additions to the By Laws of the Corporation.

15.0.2 Each Director is responsible for the supervision of volunteers required for their portfolio.

Section 15.1

PRESIDENT

15.1.1 The President shall, subject to the control of the Board, be the chief executive of the Corporation and shall have general charge and control of the affairs of the Corporation and of the work and management of the property thereof. In addition, the President shall;

- (i) appoint the Members of and co-ordinate the activities of the Advisory Board;
- (ii) be the official public relations officer of the Corporation;
- (iii) be an ex-officio Member of every committee and board established pursuant to this by-law;
- (iv) submit to the Board, sixty (60) days after the end of the fiscal year, a written report summarizing the events of their year in office and outlining their recommendations for the future developments of the Corporation;
- (v) be a Member of the Advisory Board;
- (vi) appoint the Chairperson of The Disciplinary Committee;
- (vii) be responsible for the Annual Meeting and Elections; and
- (viii) appoint the Speaker, who shall be any Member who is not a Director or a Member of the Advisory Board.

Section 15.2

VICE-PRESIDENT

15.2.1 The Vice-President shall have such powers and perform such duties as may be assigned by the Board and in the absence of the President, shall perform all the duties and have all the authority vested in the President by the by-laws of the Corporation and The Corporation Act (Ontario).

Section 15.3

DIRECTOR OF FINANCE

15.3.1 The Director of Finance shall:

- (i) keep or cause to be kept proper accounting records with respect to all financial and other transactions of the Corporation (which records shall be available at the Corporation's head office) and shall be responsible for all funds, securities, notes and valuable effects of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, deposit all such monies to the credit of the Corporation and in such banks, trust companies or other depositories as shall be selected, cause such funds to be disbursed by cheques or drafts on the authorized depositories of the Corporation signed as provided in the by-laws, and be responsible for the accuracy of the amounts of and cause to be preserved proper vouchers for all monies so disbursed;
- (ii) be responsible for the supervision of the bookkeeper;
- (iii) have the right to require from time to time, reports or statements giving such information as the Director of Finance may desire with respect to any and all financial transactions of the Corporation from the Officers, assistants, or agents transacting the same;
- (iv) render to the President or the Board whenever they, respectively shall request, a written report of the financial condition of the Corporation and of all transactions as Director of Finance, and, as soon as may be reasonable after the close of each Fiscal Year in office, make and submit to the Board a similar report and a financial statement for that Fiscal Year;

- (v) upon request, exhibit at all reasonable times any cash books and other records to the President and any of the Directors or Members of the Corporation;
- (vi) enforce the dishonoured cheque policy as follows:
Any Member having written a cheque which is dishonoured by the bank is to be declared Not In Good Credit Standing and all funds payable to the Corporation will be made by cash or secured instrument unless otherwise determined by the Director of Finance. The second dishonoured cheque will constitute a Member being placed Not In Good Standing for a period of twelve (12) months following the date upon which the Member was notified of the dishonoured cheque. All related bank charges will be the responsibility of the Member;
and,
- (vii) in general, perform all duties incidental to the office of the Director of Finance and have such other powers and perform such other duties as from time to time may be assigned by the President or the Board.

Section 15.4

DIRECTOR OF DOWNHILL SKIING AND SNOWBOARDING

15.4.1 The Director of Downhill Skiing and Snowboarding shall be responsible to:

- (i) the Board for the Downhill Snow School;
- (ii) approve the set of policies and procedures applicable to the Downhill Snow School for the Membership Year and updates or revisions thereto;
- (iii) recruit new and returning instructors to the Downhill Snow School subject to the policies and procedures and the recommendations of the Downhill Snow School officers;
- (iv) remove any instructors from the Downhill Snow School where removal is in the best interests of the Corporation;
- (v) ensure that all instructors of the Downhill Snow School are certified and registered as members of the Canadian Ski Instructors Alliance (CSIA), or the Canadian Association of Snowboard Instructors (CASI) or their successor organizations;
- (vi) ensure that all instructors of the Downhill Snow School are Members of the Corporation in Good Standing for the current Membership Year and are accepted into the Downhill Snow School in order of priority which will give preference to previous Members as determined by the policies and procedures;
- (vii) call a meeting of the Downhill Snow School for the purpose of electing the position of Downhill Snow School Director from among its membership either annually, within thirty (30) days following the election meeting of the Corporation, or promptly should the position become vacant, or as directed by the Board;
- (viii) ensure that the Downhill Snow School Director undertakes his/her responsibilities as described in this section;
- (ix) ensure that liability insurance exists covering all instructors of the Downhill Snow School during the execution of their assigned duties;
- (x) attend meetings of the officers of the Downhill Snow School; and
- (xi) any other such duties as may be assigned from time to time by the President or the Board.

15.4.2 The Downhill Snow School Director shall be responsible to:

- (i) appoint, organize, coordinate, manage and supervise the officers responsible for the Downhill Snow School, Downhill Racing Program and the training of Downhill Snow School Instructors; and

(ii) conduct regular meetings of the officers of the Downhill Snow School.

15.4.3 No person may become the Director of Downhill Skiing and Snowboarding or the Downhill Snow School Director unless that person has been an instructor in good standing with the Corporation for the preceding Membership Year and the current Membership Year.

Section 15.5

DIRECTOR OF NORDIC SKIING AND FITNESS

15.5.1 The Director of Nordic Skiing and Fitness shall be responsible to:

(i) appoint, organize, coordinate, manage and supervise the officers responsible for the:

- a) Nordic Ski School (which includes instructors, coaches, tour leaders, and snowshoe leaders),
- b) Fitness program, and
- c) Nordic day trips program;

(ii) recruit instructors, coaches, tour leaders, snowshoe leaders, fitness leaders and Nordic day trips officers and ensure that all are Members of the Corporation in Good Standing for the current Membership Year and are accepted into the appropriate section in order of priority, which will give preference to previous Members, as determined by the policies and procedures;

(iii) ensure that instructors and coaches for the Nordic Ski School are certified and registered as members of the Canadian Association of Nordic Ski Instructors (CANSI), or its successors, or ensure that all members of the Nordic Ski School possess appropriate qualifications as described in the policies and procedures;

(iv) ensure that all fitness leaders and Nordic day trips officers possess the appropriate qualifications as outlined by the policies and procedures;

(v) remove any instructors, coaches, tour leaders, snowshoe leaders, fitness leaders or Nordic day trips officers provided the removal is in the best interests of the club;

(vi) ensure that liability insurance exists covering all Nordic Ski School members and fitness leaders during the execution of their assigned duties;

(vii) approve the set of policies and procedures applicable to the Nordic Ski School, Fitness Program and Nordic day trips program for the Membership Year and updates or revisions thereto; and,

(viii) any other such duties as may be assigned from time to time by the President or the Board.

15.5.2 No person may become the Director of Nordic Skiing & Fitness unless that person has been a member of the Nordic Ski School (instructor, coach, tour leader or snowshoe leader), fitness leader, Nordic day trips officer, or a Nordic member in Good Standing with the Corporation for the preceding Membership Year and the current Membership Year.

(i) A Nordic member is a member who has indicated on their membership application that their primary activity is cross country skiing or snowshoeing in the preceding Membership Year and the current Membership Year.

15.5.3 The Nordic Ski School Director shall be responsible for:

(i) appointing, organizing, coordinating, managing and supervising the officers responsible for the Nordic Ski School, the racing program, and the training of instructors and coaches; and

(ii) conducting regular meetings of the officers of the Nordic Ski School.

15.5.4 No person may become the Nordic Ski School Director unless that person has been an instructor in good standing with the Corporation for the preceding Membership Year and the current Membership Year.

Section 15.6

DIRECTOR OF LONG TRIPS

15.6.1 The Director of Long Trips shall be responsible for the organization, co-ordination, management and supervision of all Officers responsible for activities related to charter and overnight bus trips, and other such duties as may be assigned from time to time by the President or the Board.

Section 15.7

DIRECTOR OF DOWNHILL DAY TRIPS

15.7.1 The Director of Downhill Day Trips shall be responsible for the organization, co-ordination, management and supervision of all Officers responsible for activities on downhill day trips, and other such duties as may be assigned from time to time by the President or the Board.

Section 15.8

DIRECTOR OF SOCIAL ACTIVITIES

15.8.1 The Director of Social Activities shall be responsible for the organization, co-ordination, management and supervision of all Officers responsible for social, special and summer activities and other such duties as may be assigned from time to time by the President or the Board.

Section 15.9

DIRECTOR OF COMMUNICATIONS

15.9.1 The Director of Communications shall be responsible for the organization, co-ordination, management and supervision of all Officers responsible for the website, electronic communications, official publications and other such duties as may be assigned from time to time by the President or the Board.

Section 15.10

DIRECTOR OF MARKETING

15.10.1 The Director of Marketing shall be responsible for the organization, co-ordination, management and supervision of all Officers responsible for:

- (i) marketing activities,
- (ii) promotion and publicity of the Corporation and its activities for the purpose of recruiting new Members,
- (iii) recruitment of all current Members and persons from the community at large, and
- (iv) other such duties as may be assigned from time to time by the President or the Board.

Section 15.11

**DIRECTOR OF ADMINISTRATION (INCLUDES POSITION/
FUNCTION OF CORPORATE SECRETARY)**

15.11.1 The Director of Administration shall be responsible for the organization, co-ordination, management and supervision of all the Officers responsible for
(i) clubhouse management and general administrative activities,
(ii) operation and maintenance of the Corporation's computer equipment, and
(iii) other such duties as may be assigned from time to time by the President or the Board.

15.11.2 The Secretary, or if absent, the Assistant Secretary, may issue all notices and call all meetings under the direction of the President or the Board as provided in this by-law; and may attend all meetings and shall also keep or cause to be kept a book or set of books wherein shall be recorded:

- (i) a copy of the Letters Patent and all Supplementary Letters Patent issued to the Corporation and a copy of all by-laws of the Corporation;
- (ii) all Corporation correspondence;
- (iii) the names and addresses of all current Directors; and
- (iv) the minutes of all proceedings at the Annual Meeting, the Election Meeting and the meeting of the Board, and the Advisory Board.

15.11.3 Such book or books shall be available at the head office of the Corporation. The Secretary shall have such other powers and perform such other duties as may be assigned from time to time by the President or the Board or required by the by-laws of the Corporation.

15.11.4 The Assistant Secretary may perform any of the duties or functions which are required of the Secretary.

Section 15.12

DIRECTOR OF MEMBERSHIP AND VOLUNTEERS

15.12.1 The Director of Membership and Volunteers shall be responsible for the recruitment, organization, co-ordination, management and supervision of all volunteers responsible for:

- (i) Registration of all current Members and persons from the community at large;
- (ii) Maintenance of the names and addresses of all current and past Members;
- (iii) Utilization and maintenance of the membership database;
- (iv) Member services;
- (v) Maintenance and retention of volunteer positions and job descriptions;
- (vi) Recruitment of volunteers and co-ordination of volunteer awards; and
- (vii) Other such duties as may be assigned from time to time by the President or the Board.

Section 16.0

COMMITTEES AND BOARDS

16.1 The President or the Board may from time to time as deemed necessary, appoint committees or boards consisting of such number of Members as may be deemed desirable and may prescribe their duties.

16.2 Any committee or board appointed by the President or Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board, a majority of the Members on a committee or board shall be a quorum. Questions arising at any meeting of a committee or board shall be decided by a majority of votes cast and in the case of an equality of votes the Chairperson of the meeting

shall have a second or casting vote. Minutes of all proceedings at all meetings of a committee or board shall be taken, and a copy of the minutes shall be given to the President as soon as possible.

Section 17.0

NOMINATION PROCEDURE

17.1 There shall be a Nominating Committee, whose function it is to encourage candidates to accept nominations, and to run the Election Meeting.

17.2 The Nominating Committee shall be appointed by the President and shall be composed of;

(i) the President;

(ii) at least one Member from the existing Board or Advisory Board, provided they are not running for a position; and

(iii) at least one Member from the general membership who is not a member of the Board or the Advisory Board and does not intend to run for a position.

17.3 The President shall call a meeting of the Nominating Committee not later than February 28th, and shall select a Chairperson of the Nominating Committee to be responsible for the functioning thereof.

17.4 The Nominating Committee shall establish and publish rules for the operation of the campaigns of nominees prior to acceptance of nominations.

17.5 Any two (2) Members may propose and second the nomination of any third Member for election as a member of the Board at a forthcoming Election Meeting provided that:

(i) each nomination is made in writing, signed by the proposer and seconder;

(ii) each nomination is accompanied by consent in writing of such nominee to seek election at the Election Meeting and to serve if so elected;

(iii) the proposer and seconder are, at the time of the nomination, Members in Good Standing; and

(iv) nominations will remain open until the call of the vote for the position at the Election Meeting.

Section 18.0

ADVISORY BOARD

18.1 The Advisory Board shall consist of a minimum of four (4) Members in Good Standing, responsible to the President for continuously reviewing the policies and practices of the Corporation. The members of the Advisory Board shall be appointed by the President within twenty-eight (28) calendar days of the Election Meeting at which time the President shall give a right of first refusal to membership on the Advisory Board to a minimum of two (2) current Advisory Board members, one of whom shall be the immediate past-President, unless the immediate past-President is re-elected.

18.2 The President shall appoint Members to fill any vacancies on the Advisory Board and may remove any Member from the Advisory Board provided the removal is in the best interests of the Corporation.

18.3 At the first meeting of the Advisory Board its Members shall elect a chairperson (other than the President).

18.4 In addition to other duties, the Advisory Board may:

- (i) attend and conduct a general meeting of the Members of each and every year for the purpose of reviewing policies and practices of the Corporation;
- (ii) submit an annual report of the activities of the Advisory Board;
- (iii) recommend changes and additions to the by-laws of the Corporation;
- (iv) attend Board meetings;
- (v) appoint annually an internal representative who shall have access to all records, and books of account at a reasonable time or times; and who shall report to the Advisory Board immediately thereafter; and
- (vi) peruse and examine all Corporate correspondence and minutes.

Section 19.0

PROMOTIONS

19.1 The Corporation shall not canvas for, receive, take, solicit, promote, exhibit, or display or permit to be exhibited or displayed any offer or offers of free or virtually free services or products by Members or non-Members, unless the offer or offers are made, for a charitable or philanthropic purpose.

19.2 No Member shall canvass for, receive, take, solicit (by printed matter, post, electronic mail, telephone or other electronic means), promote or exhibit any offer of a service or product at any meeting, activity or event of the Corporation except:

- (i) where the offer constitutes an authorized service or product of the Corporation; or
- (ii) where the Member has obtained prior written approval from the Board or from an authorized Officer of the Board.

19.3 No Member shall act as or hold themselves out as being a Director, Officer or representative of the Corporation unless they are a Director or Officer of the Corporation or have been appointed as a representative of the Corporation by a Director or Officer. An appointed representative shall only represent the Corporation according to the terms of their appointment.

Section 20.0

CHEQUES/DEPOSITS

20.1 Except as set out hereinafter, all cheques, bills, notes, acceptances, and orders for the payment of money shall be signed or endorsed by two (2) of the following persons; the President, the Director of Finance, the Vice-President or other Directors appointed by the Board.

20.2 Notwithstanding the foregoing sections, no other Member may sign or endorse cheques, bills, notes, acceptances and orders for the payment of money, except as set out in this section.

20.3 All monies must be secured and/or deposited by the next business day following an event or trip.

20.4 A Director cannot sign a cheque payable to themselves.

Section 21.0

CONTRACTS

21.1 All contracts, documents, or any instrument in writing requiring the signature of the Corporation may be signed by one Director up to the dollar limits as the Board shall by

resolution from time to time determine. Any contract exceeding the limits set by the Board must be reviewed by the Board and signed by the President and one Director who shall be appointed from time to time by the Board on behalf of the Corporation, either to sign contracts, documents, and instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

21.2 Subject to the preceding paragraph, all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

21.3 The term “contracts, documents or any other instrument in writing” as used herein shall include conveyances, transfers, and assignments of property real or personal, immovable or moveable, agreements, releases, and discharges for payment of money or other obligations, conveyances, transfers, and assignment of bonds, debentures, or other securities and all paper writings.

Section 22.0

CUSTODY OF SECURITIES

22.1 All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company, or with such other depository as may be determined from time to time by the Board.

Section 23.0

REPEAL OF PRIOR BY-LAWS

23.1 By-Laws (as of 2004) are amended, inclusive be and the same is hereby repealed from and after the enactment of this by-law by the Board and after confirmation by the Members, provided that such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of, any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions with continuing effect of the Directors, Members or committees of the Directors passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

Section 24.0

RULES AND REGULATIONS

24.1 The Board may from time to time make rules and regulations with respect to the carrying out of the provisions of this by-law in respect of the management of the affairs of the Corporation, and it may from time to time repeal or amend any such rules and regulations.

Section 25.0

INTERPRETATION

25.1

In all by-laws of the Corporation words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; “letters patent” shall include supplementary letters patent; “The Corporations Act” shall mean The Corporations Act (Ontario) as amended.

Section 26.0

INDEMNIFICATION

26.1 No Member of the Corporation shall take any legal action against any Member of the Board, the Advisory Board, Disciplinary Committee or any board or committee volunteer of the Corporation acting within the duties of said position for any insurable or non-insurable injury, damages, or loss incurred by any Members of the Corporation.

26.2 No member of any committee or board of the Corporation nor the Board nor the Advisory Board nor the Disciplinary Committee, nor any volunteer shall be held personally liable for consequences resulting from decisions or actions taken in the performance of duties by reason of the member's position on the committee or board of the Corporation or on the Board or on the Advisory Board, or on the Disciplinary Committee or by reason of their position as a volunteer.

26.3 The Corporation undertakes and agrees to indemnify and save harmless the members of all committees and boards of the Corporation and the Board and the Advisory Board and the Disciplinary Committee and volunteers and all their legal representatives from and against all costs, charges, and expenses, including all amounts paid to settle an action or satisfy a judgment reasonably incurred in respect to any civil or administrative proceeding to which such members have been made a party by reason of the position as a member of a committee or boards of the Corporation, or the Board or the Advisory Board or the Disciplinary Committee by reason of their position as a volunteer provided such members acted honestly and in good faith with a view to the best interests of the Corporation.

SCHEDULE "A"

HIGH PARK SKI CLUB INC. PROXY FORM

The undersigned, a Member in Good Standing of the High Park Ski Club Inc. hereby appoints _____ to attend and vote for the undersigned at the meeting of the High Park Ski Club Inc. to be held on the _____ day of _____, _____, and at any adjournment or adjournments thereof in the same manner, to the same extend and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED at _____ the _____ day of _____, _____.

I UNDERSTAND THAT THIS PROXY WILL NOT BE ACCEPTED UNLESS SIGNED AND RECORDS INDICATE THAT I AM A MEMBER IN GOOD STANDING.

NAME: _____

MEMBERSHIP NUMBER: _____

SIGNATURE OF MEMBER: _____