

**CANADIAN SKI INSTRUCTORS' ALLIANCE
BY-LAW**

**ARTICLE 1
INTERPRETATION**

Interpretation

- 1.01** In this by-law and all other by-laws and resolutions of the Canadian Ski Instructors' Alliance/Alliance des moniteurs de ski du Canada, unless the context otherwise requires:
- (a) "Act" means the *Canada Not-for-Profit Corporations Act* as amended from time to time or any other act or statute substituted therefore;
 - (b) "Alberta Region" means the Province of Alberta;
 - (c) "Articles" means the Articles of Continuance under the Act dated July 16, 2013;
 - (d) "Atlantic Region" means the Provinces of Newfoundland and Labrador, New Brunswick, Nova Scotia, and Prince Edward Island;
 - (e) "Board" means the board of directors of the CSIA;
 - (f) "British Columbia Region" means the Province of British Columbia and the Yukon Territory;
 - (g) "Business Day" means any day except Saturdays, Sundays or statutory holidays in any Province in Canada;
 - (h) "Central Region" means the Provinces of Manitoba and Saskatchewan and that part of the Province of Ontario west of and including the City of Thunder Bay;
 - (i) "CSIA" means the Canadian Ski Instructors' Alliance/Alliance des moniteurs de ski du Canada;
 - (j) "CSIA Code of Conduct" means the Canadian Ski Instructors' Alliance (CSIA) Code of Conduct as it may be approved by the Board from time to time;
 - (k) "Directors" means the directors of the CSIA and "director" means any one of such directors;
 - (l) "Member" means a member of the CSIA;
 - (m) "Member in Good Standing" means a member of the CSIA whose dues are current and who is not under disciplinary sanction;
 - (n) "Ontario Region" means that part of the Province of Ontario east of the City of Thunder Bay;
 - (o) "Quebec Region" means the Province of Quebec;
 - (p) "Region" means one of the Atlantic Region, the Quebec Region, the Ontario Region, the Central Region, the Alberta Region, and the British Columbia Region;
 - (q) "Regional organizations" means the incorporated or unincorporated organizations recognized by the Board in accordance with section 8.07 as representing the regional interests of members of the CSIA in such regions;
 - (r) All terms which are used in this or any other by-law of the CSIA and which are defined in the Act shall have the meanings given to them in the Act;
 - (s) Words importing the singular number include the plural and vice versa;
 - (t) The word "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in their capacity as trustee, executor, administrator, or another legal representative; and
 - (u) If any date referred to in these by-laws (including the first day and the last day of any period

referred to in these by-laws) falls on a day that is not a Business Day, such date shall be deemed to be the first Business Day following such date.

ARTICLE 2

SEAL, HEAD OFFICE AND FINANCIAL YEAR

Seal

2.01 The CSIA shall have a seal on which its name is engraved in legible characters.

Head Office

2.02 The head office of the CSIA shall be in the Province of Quebec and at such address therein as the directors may from time to time determine by resolution. The CSIA may have other offices at such places within or outside Canada as the directors from time to time determine by resolution.

Financial Year

2.03 The financial year of the CSIA shall end on June 30 in each year.

ARTICLE 3

BOOKS AND RECORDS

Corporate Records

3.01 The following records shall be kept at the head office of the CSIA or at such other place or places as the directors may from time to time by resolution determine:

- (a) a copy of the Articles, and all by-laws of the CSIA;
- (b) the names, alphabetically arranged, of all persons who are or have been members of the CSIA, the address and calling of every member, as far as can be ascertained, and the category of membership of each member;
- (c) the names, addresses and callings of all persons who are or have been directors, with the dates on which each became or ceased to be a director; and
- (d) minutes of all proceedings at meetings of members and meetings of directors.

Accounting Records

3.02 Proper accounting records with respect to all financial and other transactions of the CSIA shall be kept by the CSIA at the head office of the CSIA or at such other place in Canada as the Board thinks fit, and shall at all times be open to inspection by the directors.

Auditor

3.03 The members shall at each annual meeting appoint an auditor to audit the accounts and financial statements of the CSIA for report to the members at the next annual meeting. The auditor shall not be a director or officer or employee of the CSIA. The auditor shall hold office until the next annual meeting. The Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE 4

MEMBERS

Membership

4.01 Each person who has applied for membership and who qualifies for membership in accordance with this by-law and the requirements established from time to time by the Board shall be accepted as a member.

Classes of Membership

4.02 Each member shall be classified as a regular member, a regular honorary member, a guest honorary member, a 25-year member, an associate member, or as an affiliate member.

Regular Member

4.03 A regular member of the CSIA is any person that:

- (a) is fourteen (14) years of age or over,
- (b) has either (i) successfully completed and passed a Level 1 or higher CSIA certification course, or (ii) successfully completed and passed a CSIA Snow Park certification course, and
- (c) has complied with all other requirements of regular membership as established by the Board.

Guest Honorary Member

4.04 A guest honorary member of the CSIA is any person who has been designated as such by the Board on the basis of such person's contribution to the CSIA or to the sport of skiing and who is not or has not been a regular member of the CSIA.

Regular Honorary Member

4.05 A regular honorary member of the CSIA is any person who has been designated as such by the Board on the basis of such person's contribution to the CSIA or to the sport of skiing and who is or has been a regular member of the CSIA.

25-Year Member

4.06 A 25-year member of the CSIA is a member that had paid membership dues for 25 consecutive years or more in April 2009.

Associate Member

4.07 An associate member of the CSIA is any member who is no longer engaged in ski teaching and who meets the criteria for associate membership as established by the Board.

Affiliate Member

4.08 An affiliate member of the CSIA is a person from a foreign country or a member of another association who meets the requirements of the status of affiliate member as established by the Board.

Membership Dues

4.09 All members, except honorary members, shall be required to pay such annual dues as may from time to time be established by the Board. The Board may, in its discretion, waive the requirement for any member to pay dues. Any member whose dues are in arrears for a period in excess of twelve (12) months shall be suspended as a member of the CSIA, unless the directors have waived the requirement for such member to pay their dues. Any member who has been suspended as a member for non-payment of dues shall be reinstated as a member upon payment to the CSIA of such fees or dues as the directors may from time to time prescribe.

Withdrawal

4.10 Any member may withdraw from the CSIA by delivering to the CSIA a written resignation and by lodging a copy of the same with the Secretary of the CSIA.

Suspension and expulsion

4.11 As per the process set in the CSIA Code of Conduct, a member may be reprimanded, suspended, or expelled, if found guilty of violating the Code of Conduct, Conflict of Interest, or any other policy adopted by the CSIA.

Discipline

- 4.12** All complaints lodged against a member will be handled in accordance with the provisions of the CSIA Code of Conduct.

ARTICLE 5 MEETINGS OF MEMBERS

Annual Meetings

- 5.01** An annual meeting of the CSIA shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting shall be held at such place within Canada and on such date and time as the Board determines. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements, and the report of the auditor shall be presented, and an auditor shall be appointed for the ensuing year.

Special Meeting

- 5.02** The directors may at any time call a special meeting of the members for the transaction of any business specified in the notice of the meeting. The Board shall, on the requisition of not less than five per cent (5%) of the Members in Good Standing, call a special meeting of the members for the transaction of the business specified in such requisition.

Notice of Meetings

- 5.03** Notice in writing of the time and place of each meeting of members shall be given to the auditor, the directors, and each member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of members of the CSIA by electronic or other communications facility, or by mail, courier, or personal delivery not less than twenty-one (21) or more than thirty-five (35) days before the day on which the meeting is to be held. Notice of a special meeting of members shall state the nature of the business to be transacted in sufficient detail to permit the members to form a reasoned judgment thereon. Notice of each meeting of members shall include a statement advising members that they have the right to vote by proxy.

Quorum

- 5.04** Except as otherwise provided by the Act, in order to constitute a quorum for the transaction of business at any meeting of the members, there shall be present, in person or by proxy, at least thirty (30) members entitled to vote at the meeting.

Adjournment

- 5.05** If a quorum is not present thirty (30) minutes after the time appointed for the holding of any meeting of the members, the meeting shall stand adjourned.

Right to Vote

- 5.06** All Members in Good Standing, except affiliate members and guest honorary members, shall be entitled to vote on all matters to be considered by members. with each such member to have one vote. For the purposes of determining the residence of a member for voting, a member shall be deemed to reside at the place recorded in the books of the CSIA as the permanent address for such member unless the member's notice of affiliation with another region is received and accepted by the CSIA head office before the time the member's vote is cast.

Persons Entitled to be Present

- 5.07** The only persons entitled to attend a meeting of members shall be members or their duly authorized proxy holders, the directors, and the auditor. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

Proxies

- 5.08** Every member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternate proxy holders, as the nominee of such member to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy. A proxy shall be in writing in a form approved by the Board and may be in electronic format executed by the member and shall conform with the requirements of the Act. All proxy holders must be members entitled to vote at the meeting. No member shall be entitled to vote more than ten (10) proxies at any meeting of members except the Chair or their designate(s) who shall vote all proxies appointing the Chair as proxy holder in the manner specified in such proxies. Each proxy shall be either delivered in person, by mail, or by electronic submission to the head office of the CSIA no later than three (3) Business Days prior to the meeting.

Chair, Secretary and Scrutineers

- 5.09** The Chair or in their absence a Vice-Chair shall act as Chair of any meeting of members. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the members present and entitled to vote at the meeting shall choose one of their number to be Chair of the meeting. The Chair of the meeting shall appoint some person, who need not be the Secretary of the CSIA or a member, to act as secretary of the meeting. If desired, one or more scrutineers, who shall not be members, may be appointed by resolution or by the Chair with the consent of the meeting.

Votes to Govern

- 5.10** At any meeting of members every question shall, unless otherwise required by the by-laws or the Act, be determined by a simple majority of the votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a ballot, the Chair of the meeting shall not be entitled to a second or casting vote.

Show of Hands

- 5.11** At any meeting of the members, unless a ballot is demanded, any vote may be taken by a show of hands. The declaration of the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Ballots

- 5.12** At any meeting of the members, a ballot may (before or immediately following the declaration of the result of any show of hands) be directed by the Chair of the meeting or demanded by a member entitled to vote at the meeting or by the member's proxy. Upon a ballot, every member or the member's proxy shall be entitled to one vote and the ballot shall be taken in such a manner as the Chair of the meeting directs and the result shall be the decision of the members.

Mail-in or Electronic Ballots

- 5.13** The Board may, at any time, determine that any matter to be considered by the members shall be determined by mail-in or electronic ballot rather than at a meeting of members and, in such event, the Board shall also determine:
- (a) the form of ballot to be used;
 - (b) the time for receipt by the Secretary of such ballots; and
 - (c) such other related procedural matters as may be necessary or desirable.

Distribution of financial statements

- 5.14** The CSIA may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the CSIA and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

ARTICLE 6 THE BOARD

- 6.01** The number of directors of the CSIA shall be nine (9). The directors shall be the following persons:

- (i) one (1) director elected by the members residing in the Atlantic Region;
- (ii) one (1) director elected by the members residing in the Quebec Region;
- (iii) one (1) director elected by the members residing in the Ontario Region;
- (iv) one (1) director elected by the members residing in the Central Region;
- (v) one (1) director elected by the members residing in the Alberta Region;
- (vi) one (1) director elected by the members residing in the British Columbia Region; and
- (vii) three (3) directors elected by the members at large.

Nominating Committee

- 6.02** Subject to section 6.15:

- (a) the board shall appoint the immediate Past Chair of the CSIA, if any, and two (2) directors (other than directors whose terms of office are to expire at the termination of the next annual meeting, unless such directors shall then be ineligible for re-election) to a nominating committee;
- (b) in the absence of a Past Chair the Board shall appoint three (3) directors (other than directors whose terms of office are to expire upon termination of the next annual meeting, unless such director shall then be ineligible for re-election);
- (c) the Nominating Committee Chair shall be the person designated as such under the applicable terms of reference of the nominating committee (the “**Nominating Committee Chair**”);
- (d) the Nominating Committee Chair will appoint to the nominating committee two (2) members from, and designated for appointment in writing by, each regional organization representing the region or regions from which directors are to be elected for the ensuing term;
- (e) the nominating committee shall be responsible for recommending persons for nomination to stand for election to the Board to fill the positions of any of the directors elected pursuant to section 6.01 whose term office is to expire on termination of the next annual meeting; and
- (f) the nominating committee shall submit its report to the Board no later than the July 31 preceding the expiry date of any term. Except in extraordinary circumstances, the Board shall review and accept the report of the nominating committee and endorse the nomination of the persons proposed by the August 31 preceding the expiry date of any term or. If no report is received from the nominating committee within the time prescribed, the Board may propose persons for election to the Board to fill the positions of any of the directors elected pursuant to section 6.01 whose term of office is to expire upon termination of the next annual meeting by the September 4 preceding the expiry date of any term.

- 6.03** A list containing the names of the members nominated to stand for election by the nominating committee pursuant to section 6.02 shall be sent by electronic or other communications facility or by mail, courier, or

personal delivery by the Secretary to the Board and the members no later than the September 5 preceding the expiry date of any term.

- 6.04** Any member who wishes to stand for election to the Board must, no later than September 30 in the year prior to the expiry date of any term submit a nomination, supported by not less than ten (10) Members in Good Standing, to the Secretary of the CSIA in such form as is from time to time adopted by the Board. The members supporting the nomination must reside in the region in which the member is seeking nomination
- 6.05** A ballot containing the names of the members nominated to stand for election by the nominating committee pursuant to section 6.02 and the names of the members nominated pursuant to section 6.04, shall be sent by electronic or other communications facility or by mail, courier, or personal delivery by the Secretary to the Board and the members no later than October 5 in the year in which the election is to take place. All persons nominated for election to the Board shall be provided with equal access to CSIA national publications in such manner as the Managing Director, acting reasonably, determines to be appropriate from time to time. Publication of information such as nominee names, biographies, and achievements will ensure that all nominees are known to the membership prior to election.
- 6.06** The Secretary of the CSIA shall accept duly completed ballots from members from October 15 until November 15 of the year in which the election is to take place and shall, as soon as practical following November 15 of such year, tabulate the ballots and publish the results of the election in a communication to the members.
- 6.07** The members shall at each annual general meeting confirm the results of the election process by ordinary resolution.

Qualification

- 6.08** The following restrictions shall apply to the election and appointment of directors:
- (a) Only members other than affiliate members and guest honorary members shall be qualified for election or appointment as a director of the CSIA.
 - (b) Only members who reside in a particular region may be elected as a director by the members of such region pursuant to subsections 6.01(i) to (vi).
 - (c) No member who is a director of Alpine Canada Alpin, of the Canadian Adaptive Snowsports, of the Canadian Association of Nordic Ski Instructors, of the Canadian Association of Snowboard Instructors, or of any other organization designated by the Board shall be qualified for election or as a director of the CSIA.
 - (d) No member who is a principal, director, advisor, employee, member, or contractor of any organization in competition with the CSIA in Canada, as determined in good faith by the Board and evidenced by the inclusion of such organization in a register of competing organizations to be maintained by the Board and kept at the registered office of the Corporation, shall be qualified for election or appointment as a director of the CSIA.
 - (e) No member who is an employee of the CSIA shall be qualified for election or appointment as a director of the CSIA.
 - (f) No member who is less than eighteen (18) years of age; of unsound mind and has been so found by a Court in Canada or elsewhere; not an individual; or who does not have the power under law to contract shall be qualified for election or appointment as a director of the CSIA.
 - (g) Any member who is not a resident of Canada shall be disqualified for election or appointment as a director of the CSIA.

Term

- 6.09** Subject to sections 6.11, 6.12 and 6.13, the directors who are elected pursuant to section 6.01 shall be elected in rotation to hold office until the end of the third annual meeting after such director is elected (a

“term”), at which time each such director shall retire as a director, but, if qualified, shall be eligible for re-election. Directors shall be eligible for re-election to the Board for (1) additional consecutive term.

- 6.10** Subject to sections 6.11 and 6.13, no person shall be eligible to serve as a director of the Board for more than two consecutive terms or more than two terms in any given nine (9) year period.
- 6.11** Any member who is appointed to fill a vacancy in the office of a director or who is initially elected or appointed shall, for the purposes of calculating the terms of office permitted, be considered to have commenced their first term of office on the date of their election or appointment; however, notwithstanding section 6.09 and 6.10, any director who has been elected or appointed for a period of less than twelve (12) months shall remain eligible to serve two additional consecutive terms.

Implementation

- 6.12** The staggering of director terms shall be as follows:
- (a) The directors elected to fill the positions of the directors to be elected by the members residing in the Atlantic Region and the Alberta Region and, once elected, one (1) of the directors elected by the members at large shall have a term of office to expire on termination of the annual meeting of any year plus one that is divisible by three (3);
 - (b) The directors elected to fill the positions of the directors to be elected by the members residing in the Ontario Region and the British Columbia Region and, once elected, one (1) of the directors elected by the members at large shall have a term of office to expire on termination of the annual meeting of any year that is divisible by three (3); and
 - (c) The directors elected to fill the position of the directors to be elected by the members residing in the Quebec Region and the Central Region and, once elected, one (1) of the directors elected by the members at large shall have a term of office to expire on termination of the annual meeting of any year minus one that is divisible by three (3).

Upon the expiry of the terms of office set out above, successors shall be elected for a term of three (3) years each.

- 6.13** Notwithstanding section 6.9 or section 6.10, the directors elected pursuant to section 6.01 whose term expires on May 1, 2025, May 1, 2026 or May 1, 2027 shall be eligible for re-election until the first annual meeting in 2028, 2029 and 2030, respectively.
- 6.14** Notwithstanding section 6.01, the number of directors of the CSIA shall be six (6), one representing each of the regions, until the first annual meeting in 2025.
- 6.15** Section 6.02 does not apply to the nomination of the directors to be elected pursuant to section 6.01(i) to (vi), as applicable, at the first annual meeting in 2025, which nomination process has been completed in accordance with the nomination process implemented by the previous by-laws.

Vacation of Office

- 6.16** The office of a director shall be vacated if:
- (a) they die;
 - (b) they are removed from office by the members in accordance with the provisions of section 6.17;
 - (c) they cease to be qualified for election as a director; or
 - (d) their written resignation is received by the Board Chair or Secretary at the time the written resignation is received or at the time specified in the resignation, whichever is later.

Removal of Directors

- 6.17** (a) Subject to the Act, a director elected by a region that has an exclusive right to elect the director may only be removed by an ordinary resolution of members of such region at a special meeting of members of such region. A vacancy created by the removal of such a director may be filled by

those members at the meeting of the members at which the director is removed or, if not so filled, may be filled by the Board in accordance with section 6.18.

- (b) Subject to the Act, a director elected by the membership at large may be removed only by an ordinary resolution of members at large at a special meeting of the CSIA. A vacancy created by the removal of such a director may be filled by those members at the meeting of the members at which the director is removed or, if not so filled, may be filled by the Board in accordance with section 6.18.

Vacancies

- 6.18** Subject to the Act and this by-law, the directors remaining in office shall fill a vacancy in the Board as soon as is reasonably practicable following the creation of such a vacancy, provided that any person appointed by the Board to fill a vacancy created by a director elected by a region (or a successor thereof) shall reside in such particular region. A director appointed or elected to fill a vacancy holds office for the unexpired term of the predecessor.

Remuneration of Directors

- 6.19** Directors shall not be remunerated for their services as directors, provided that the directors may award special remuneration to any director undertaking any special services on CSIA's behalf other than the routine work ordinarily required of a director by the CSIA. The confirmation of any such special remuneration by the members shall not be required. The directors shall be entitled to be paid their reasonable traveling and other expenses incurred by them in connection with the affairs of the CSIA in accordance with the CSIA expense policy.

Conflict of Interest

- 6.20** Any CSIA director or officer who is in any way, whether directly or indirectly, interested in a contract or transaction with the CSIA must declare the nature of their interest to the extent and in the manner required by the Act. No such director or officer shall vote or participate in any discussion in respect of any contract or transaction, or proposed contract or proposed transaction, in which they are so interested and if they do so their vote shall not be counted unless the contract or transaction:
 - (a) relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the corporation or an affiliate;
 - (b) is for indemnity or insurance under Article 10 hereof; or
 - (c) is with an affiliate, as such term is understood for the purposes of the Act.

Powers of Directors

- 6.21** The directors of the CSIA shall manage or supervise the management of the affairs of the CSIA and may make or cause to be made for the CSIA, in its name, any kind of contract which the CSIA 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 CSIA is, by its articles or otherwise, authorized to exercise and do. The Board shall have power to authorize expenditures on behalf of the CSIA from time to time and may delegate by resolution to an officer or officers of the CSIA the right to employ and pay salaries to employees. The Board shall take such steps as they may deem requisite to enable CSIA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the CSIA.

ARTICLE 7

MEETINGS OF DIRECTORS

Notice of Meetings

- 7.01** Meetings of the Board shall be held from time to time, at such time and on such day as the Chair or any two directors may determine, and the Secretary shall call meetings when so directed or so authorized.

Notice of every meeting shall be delivered or sent by electronic means or mailed to each director not less than five (5) days before the time when the meeting is to be held if such notice is delivered or sent by electronic means and not less than fourteen (14) days before the time when the meeting is to be held if such notice is sent by mail. No notice of a meeting shall be necessary if all the directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Attendance at Meetings

7.02 Attendance at Board meetings is defined as being present in person at the time and place specified in accordance with this Article 7, or if all the directors consent generally or in respect of a particular meeting, attendance is defined as being present at the time specified in section 7.01 and connected by means of electronic communications facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

7.03 The following persons shall also be entitled to attend meetings of the Board, with their associated caveats:

- (a) all officers, whether directors of the CSIA or not, shall be entitled to attend and participate, but if they are not directors they may not vote in meetings of the Board (and shall not be entitled to attend *in camera* portions of those meetings);
- (b) the Past Chair of the CSIA shall be entitled to attend and participate but not vote in meetings of the Board for two (2) years following the end of their term as Chair; and
- (c) any other person, including advisors, may be admitted to attend on the invitation of the Chair of the meeting or with the consent of the directors (but may neither vote nor be entitled to attend *in camera* portions of any meetings).

Quorum

7.04 In order to constitute a quorum for the transaction of business at any meeting of the directors, two-thirds of the directors in office shall be present in person or pursuant to section 7.07 in accordance with the requirements of this by-law.

Place of Meetings

7.05 Meetings of the Board may be held at such place as is determined from time to time by the directors.

Regular Meetings

7.06 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolutions of the Board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

Meetings by Electronic Means

7.07 If all the directors consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

Resolutions in Writing

- 7.08** A resolution in writing signed by all the directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.

Chair

- 7.09** The Chair, or in the Chair's absence a Vice-Chair, shall be Chair of any Board meeting. If neither of the said officers be present, the directors present shall choose one of their number to be Chair of the meeting.

Secretary

- 7.10** At any Board meeting, the Secretary, or in the absence of the Secretary a person appointed by the Chair of the meeting, shall act as Secretary.

Voting

- 7.11** At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote.

Validity of Act of Directors

- 7.12** All acts approved by the Board or a committee of directors, or by any person acting as such, shall be valid notwithstanding that it is discovered that there was some defect in the appointment of any such director or person so acting or that they or any of them were disqualified.

ARTICLE 8

COMMITTEES, ADVISORY BODIES AND REGIONS

Committees of the Board

- 8.01** Subject to the Act, the Board may from time to time appoint one or more committees of the Board and may determine the composition, mandate, scope, duties and responsibilities of its committees, appoint its members, and delegate to any such committee any of the powers as may be prescribed by the Board. The Board may fix any remuneration to be paid to members of such committees. Any member of any such committee shall be removable from such committee at any time at the discretion of the Board.
- 8.02** The Board standing committees shall at least include the finance committee, and the nominating committee in accordance with section 6.02.
- 8.03** The finance committee shall be composed of not less than three (3) directors, a majority of which may not be officers or employees of the CSIA, or any of its affiliates.
- 8.04** The membership on any standing committees of the Board shall be members, but not be restricted to members who are directors.

Advisory Bodies

- 8.05** The Board may from time to time appoint one or more advisors or advisory bodies whose members need not be directors or members of the CSIA. The Board may fix any remuneration to be paid to such advisors or members of such advisory bodies.

Powers and Procedure

- 8.06** The mandate and powers of any committee or advisory body shall be established and may be varied from time to time by the Board. The powers of a committee or advisory body may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee or advisory body that would have been entitled to vote on that resolution at a meeting of the committee or

advisory body. Unless otherwise determined by the Board, each committee or advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair, and to regulate its procedure. All members of committees and advisory bodies shall serve as members of such committees and advisory bodies at the pleasure of the Board.

Regional Organizations

- 8.07** The CSIA, by resolution of the Board, may from time to time, at its sole discretion, recognize incorporated or unincorporated organizations that meet the requirements established from time to time by the Board as representing the regional interests of members in various regions of Canada, and the Board may confer upon such organizations such powers and authorities as the Board deems appropriate. The CSIA and any such organizations will enter into an agreement or, if such organization does not have legal capacity to enter into an agreement, prepare terms of reference setting out the details of the relationship.

ARTICLE 9

OFFICERS

Officers

- 9.01** The Board may appoint (i) a Chair, (ii) a Past Chair, (iii) one or more Vice-Chairs, (iv) a Managing Director, Chief Executive Officer, Executive Director or similar designation, (v) a Secretary, (vi) a Treasurer and any such other officers as the Board may from time to time determine. Any two (2) of the said offices may be held by the same person provided that the offices of Chair and Managing Director shall not be held by the same person. The Board may specify the duties of such officers and, in accordance with these by-laws and, subject to the Act, delegate to such officers powers to manage the activities and affairs of the CSIA. Except as otherwise provided herein, an officer may but need not be a director.

Qualification

- 9.02** Except for the Chair and at least one Vice-Chair, the officers need not be directors or members. No person shall hold the office of Chair or Vice-Chair for more than four (4) consecutive years.

Term of Office and Remuneration

- 9.03** The terms of employment and remuneration of all officers appointed by the Board shall be determined from time to time by resolution of the Board. No person who is both a director and an officer of the CSIA shall be remunerated for their services as an officer. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time.

Resignation and Removal

- 9.04** Any officer may resign at any time by delivering their resignation, in writing, to the Chair, or the Secretary or, orally or in writing, to a meeting of the directors. Any officer may be removed at any time, either with or without cause, by a resolution carried by the affirmative vote of a majority of the remaining directors. Before dismissing an officer, the other directors, during the course of a regular or special meeting of the Board, if necessary, must allow the officer affected by the intention to dismiss to make a submission to the Board.

Chair

- 9.05** The Chair shall be the Chair of all meetings of directors and members at which they are present. The Board may from time to time assign to the Chair such other powers and duties as the Board deems appropriate including any of the powers and duties that are by this by-law assigned to the Managing Director.

Past Chair

- 9.06** The Past Chair shall have been the Chair immediately before the current Chair, and shall be entitled to attend and participate but not vote in meetings of the directors. The Past Chair shall assume such powers and duties as the Board may from time to time prescribe.

Vice-Chair

- 9.07** The Vice-Chair or Vice-Chairs shall perform such duties and exercise such powers as the directors or the Chair may, from time to time assign to them. The duties and powers of the Chair may be exercised by the Vice-Chair or Vice-Chairs in order of seniority, as determined by the directors, during the absence or inability of the Chair to act.

Managing Director, Chief Executive Officer, Executive Director or Similar Designation

- 9.08** The Managing Director shall be such person as is from time to time appointed by the Board as the Managing Director of the CSIA. The Managing Director shall be responsible for overseeing the general management and direction of the CSIA's business and affairs, subject to the authority of the Board. The Managing Director shall ensure that the policies, orders, and resolutions of the Board are carried into effect, and shall report to the Board on the affairs of the CSIA at regular intervals and at such other times as they may be requested by the Board to do so. The Board shall from time to time determine the compensation to be paid to the Managing Director.

Secretary

- 9.09** The Secretary shall attend the meetings of the members and of the Board and shall record or cause to be recorded the proceedings at these meetings in suitable minute books. The Secretary shall give notice of all meetings as required by the Act or by or under these by-laws. The Secretary shall be custodian of the corporate seal and of the corporate books and records (except books of account and accounting records) required to be kept by law. The Secretary shall perform all the duties incident to the office of Secretary and such other duties as may be assigned to them from time to time by the Board or the Chair or as may be prescribed by the Act.

Treasurer

- 9.10** The Treasurer shall keep or cause to be kept full and accurate books of account in which shall be recorded all financial transactions affecting the CSIA. Under the direction of the Board, the Treasurer shall control or cause to be controlled the deposit of money, the safekeeping of securities and the disbursement of the funds of the CSIA. The Treasurer shall render to the Board, at Board meetings or whenever required of them, an account of all their transactions as Treasurer and a report of the financial position of the CSIA. The Treasurer shall in general perform all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to them by the directors or by the Chair. The Treasurer shall faithfully discharge their duties and may be required to give a bond for their faithful discharge in such sum and with such securities as the Board shall determine.

Agents and Attorneys

- 9.11** The Board may, at any time from time to time, by resolution, appoint any person or persons to be the attorney or attorneys of the CSIA for such purposes and with such powers, authorities, and discretions, and for such period and subject to such conditions, as the Board thinks fit. Any attorney may be authorized by the Board to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.

ARTICLE 10

PROTECTION OF DIRECTORS AND OFFICERS

Standard of Care

- 10.01** Every director and officer of the CSIA in exercising their powers and discharging their duties shall act

honestly and in good faith with a view to the best interests of the CSIA, and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the CSIA shall comply with the Act, the Articles, and the by-laws of the CSIA.

Indemnity of Directors and Officers

10.02 The CSIA shall indemnify every director or officer of the CSIA, former director or officer of the CSIA, or person who acts or acted at the CSIA's request as a director or officer of a body corporate of which the CSIA is or was a shareholder or creditor, and their heirs and legal representatives, to the extent permitted by the Act for corporations governed by that Act. The CSIA may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the CSIA) by reason of the fact that such person is or was an employee or agent of the CSIA, or was serving at the request of the CSIA as a director, officer, employee, agent of, or participant in another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including legal fees), judgments, fines, and any amount actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted honestly and in good faith with a view to the best interests of the CSIA, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful. To the extent permitted by law, no director or officer for the time being of the CSIA shall be liable for the acts, receipts, neglects, or defaults of any other director, officer, or employee, or for joining in any receipt or act for conformity, or for any loss, damage, or expense happening to the CSIA through the insufficiency or deficiency of title to any property acquired by the CSIA, or for or on behalf of the CSIA, or for the insufficiency or deficiency of any security in or upon which any of the assets of or belonging to the CSIA 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 monies, securities, or effects shall be lodged or deposited, or for any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealing with any monies, securities, or other assets belonging to the CSIA, or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of their respective office or trust, or in relation thereto unless the same shall happen by or through their failure to act honestly and in good faith with a view to the best interests of the CSIA, and in connection therewith to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Insurance for Directors and Officers

10.03 The CSIA shall purchase and maintain insurance for the benefit of the directors and officers of the CSIA against any liability incurred by any such person, in their capacity as a director or officer of the CSIA, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the CSIA, or in their capacity as a director or officer of another body corporate where they act or acted in that capacity at the CSIA's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

ARTICLE 11 NOTICES

Method of Giving Notice

11.01 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the by-laws, or otherwise to a member, director, officer, auditor, or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if mailed to them at their recorded address by prepaid mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally; a notice so mailed shall be deemed to have been given on the fifth day after it is deposited in a post office; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched. The Secretary may change or cause to be changed the recorded address of any

member, director, officer, auditor, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

Computation of Time

11.02 In computing the period of days when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the period shall be deemed to commence the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period.

Undelivered Notices

11.03 If any notice given to a member pursuant to this article eleven is returned on three consecutive occasions because such member cannot be found, the CSIA shall not be required to give any further notices to such member until they inform the CSIA in writing of their new address.

Omissions and Errors

11.04 The accidental omission to give any notice to any member, director, officer, auditor, or member of a committee of the Board, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE 12

EXECUTION OF INSTRUMENTS

Contracts, Documents, or Other Instruments

12.01 The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the CSIA either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, or instruments in writing. The term "contracts, documents, or instruments in writing" as used in this by-law shall include, without limitation, deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or share warrants, stocks, bonds, debentures, or other securities.

Sealing of Contracts

12.02 Any signing officer may affix the corporate seal to any contract, document, or instrument in writing requiring the same.

ARTICLE 13

BANKING AND BORROWING

Banking

13.01 The CSIA's banking business, or any part thereof, shall be transacted with such bank, trust company, or other corporation carrying on a banking business, and by such officer or officers or person or persons and to such extent as the Board may by resolution from time to time determine. Without restricting the generality of the foregoing, the authority conferred by any such resolution may extend to the operation of any and all of the CSIA's accounts; the making, the signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money, by way of overdraft or otherwise, including authority to any person to deposit with or transfer to CSIA's account only, and endorse for that purpose by means of a stamp bearing the CSIA's name, any and all such instruments; the giving of receipts for and orders relating to any property of the CSIA; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the CSIA's behalf to facilitate such banking business.

Borrowing

13.02 The Board of the CSIA may from time to time:

- (a) borrow money upon the credit of the CSIA;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the CSIA;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the CSIA, by mortgage, hypothec, charge, or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the CSIA, and the undertaking and rights of the CSIA.

Any or all of the foregoing powers may from time to time be delegated by the Board to any one or more of the directors or officers of the CSIA.

ARTICLE 14 MISCELLANEOUS

Effective Date

14.01 This by-law shall come into force only after it has been adopted by the Board, and it has been approved by a majority of not less than two-thirds of the members of the CSIA present or represented by proxy at an annual or special meeting following its adoption by the Board.

Repeal

14.02 The previous general by-law of the CSIA shall be repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of such repealed by-law or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under such repealed by-law.

Amendments

14.03 The directors may repeal or amend this by-law or any other by-law or enact any new by-law provided that such repeal, amendment, or enactment by the directors shall only be effective and acted upon after such repeal, amendment or enactment has been approved by a majority of not less than two-thirds of the members of the CSIA present or represented by proxy at an annual or special meeting following its adoption by the Board.

Rules of Order

14.04 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with the by-laws of the CSIA.