

## CANADIAN SKI INSTRUCTORS' ALLIANCE

### GENERAL 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;
- (d) "Atlantic Region" means the Provinces of Newfoundland, Prince Edward Island, New Brunswick and Nova Scotia;
- (e) "Board" means the board of directors of the Canadian Ski Instructors' Alliance/Alliance des moniteurs de ski du Canada;
- (f) "British Columbia Region" means the Province of British Columbia and the Yukon Territories;
- (g) "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;
- (h) "CSIA" means the Canadian Ski Instructors' Alliance/Alliance des moniteurs de ski du Canada;
- (i) "Directors" means the directors of the CSIA and "director" means any one of such directors;
- (j) "Member" means a member of the CSIA in good standing (paid-up dues, not under disciplinary sanction);
- (k) "Ontario Region" means that part of the Province of Ontario east of the City of Thunder Bay;
- (l) "Quebec Region" means the Province of Quebec;
- (m) "Region" means one of the Atlantic Region, the Quebec Region, the Ontario Region, the Central Region, the Alberta Region, and the British Columbia Region;
- (n) "Regional organizations" means the incorporated or unincorporated organizations recognized by the board in accordance with section 8.04 as representing the regional interests of members of the CSIA in such regions;
- (o) 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;
- (p) Words importing the singular number include the plural and vice versa;
- (q) Words importing the masculine gender include the feminine and neuter genders;
- (r) The word "person" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative.

#### 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** Unless the directors otherwise determine by resolution, 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;
- (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 CSIA shall be kept by the CSIA at the head office of the CSIA or at such other place in Canada as the directors think 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 directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the directors.

## **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 directors shall be accepted as a member.

#### **Classes of Membership**

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

#### **Regular Member**

**4.03 (a)** A regular member of the CSIA is any person fourteen (14) years of age or over, who has applied for membership in the CSIA and has successfully completed and passed a Level 1 or higher CSIA certification course and who has complied with all other requirements of regular membership as established by the board.

**4.03 (b)** A regular member of the CSIA is any person fourteen (14) years of age or over, who has applied for membership in the CSIA and has successfully completed and passed a CSIA Snow Park certification

course and who has complied with all other requirements of regular membership as established by the board.

### **Honorary Member**

**4.04 (a)** An honorary member of the CSIA is any person who has been designated as such by the directors on the basis of such person's contribution to the CSIA or to the sport of skiing.

### **25-Year Member**

**4.04 (b)** A 25-year member of the CSIA is a member that has paid his/her membership dues for 25 years.

### **Associate Member**

**4.05** 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**

**4.06** An affiliate member of the CSIA is a person from a foreign country or a member of another association who is seeking an equivalency from the CSIA to enable him/her to teach skiing in Canada and who has conformed to the requirements of the status of affiliate member as set out by the Board of Directors. For that reason, the affiliate member is a non-voting member of the CSIA.

**4.06 (a)** An affiliate member of the CSIA is an association or organization in the ski industry, or other industry, that may or may not be involved in teaching skiing and that meets the requirements for the status of affiliate member as set out by the Board of Directors. For that reason, the affiliate member is a non-voting member of the CSIA.

### **Membership Dues**

**4.07** All members, except honorary members, shall be required to pay such annual dues as may from time to time be established by the directors. The directors may, in their 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 his 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**

**4.08** 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**

**4.09 a)** The directors have full power and complete authority to apply internal disciplinary procedures to members. After allowing the member to explain himself and respond to the complaint lodged against him, the directors have the power, upon recommendation by the Disciplinary Committee, to reprimand, suspend or expel any member found guilty of violating the CSIA Code of Ethics or any other policy adopted by the CSIA.

**4.09 b)** A member who is charged with a criminal offence alleging what would be a serious breach of the Code of Ethics or any other CSIA policy and/or which has the potential to jeopardize the public's confidence in the profession of ski instruction or public safety shall automatically result in the temporary suspension of the member.

**4.09 c)** In the event that a final court judgment results in or confirms the conviction of the member, the directors may permanently expel the member, with or without the formation of a Disciplinary Committee.

### **Discipline**

**4.10** The directors may appoint a CSIA Disciplinary Committee with the power to examine all complaints lodged against a member, submitted in writing and to name one or more investigators, if necessary.

The member affected by a complaint may, if he so wishes, be represented or accompanied by an advisor and call on witnesses to testify, if it is decided by the Directors and Disciplinary Committee that there should be a hearing to examine a complaint.

**4.11** The CSIA Disciplinary Committee shall be composed of three (3) members: one (1) member chosen by the CSIA Directors, one (1) member chosen by the regional organization of which the member affected is a member, and one (1) member at large jointly chosen by the other two (2) members of the Disciplinary Committee after consulting with the CSIA Directors and responding regional organization. All members of the Disciplinary Committee shall be members in good standing of the CSIA.

## **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 directors determine. 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 General Meeting**

**5.02** The directors may at any time call a special general meeting of the members for the transaction of any business specified in the notice of the meeting. The directors shall, on the requisition of not less than five per cent (5%) of the members, call a special general 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 entitled to vote at the meeting, 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 general 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, or by the articles or by any other by-law of the CSIA, 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, except affiliate members and other members who have been suspended or who have not paid their membership dues, shall be entitled to vote on all matters to be considered by members. 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** Each member entitled to one vote. 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 CSIA board and may be in electronic format executed by the member or his attorney 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 his 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 fax, or by electronic submission, in such form as is approved by the CSIA board from time to time, to the head office of the CSIA no later than seven (7) calendar days prior to the meeting.

## **Chair, Secretary and Scrutineers**

**5.09** The Chair or in his 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 Articles, the by-laws, the Act or other legislative requirements, 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 ten percent (10%) of members entitled to vote at the meeting or by his proxy. Upon a ballot, every member or his 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, Fax, Electronic Ballots**

**5.13** The directors may, at any time, determine that any matter to be considered by the members shall be determined by mail-in ballot, fax-in ballot, or electronic ballot, rather than at a meeting of members and, in such event, the directors shall also determine:

- (a) the form of ballot to be used;
- (b) the time for receipt by the Secretary of such ballots;
- (c) the majority or any special majority required for any matter to be considered approved; and,
- (d) such other related procedural matters as may be necessary or desirable.

### **Distribution of financial statements**

**5.14** The Corporation 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 Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE 6**

### **DIRECTORS**

#### **Number**

**6.01a)** The number of directors of CSIA shall be six (6). The members of the board shall be the following persons:

- (i) One (1) director shall be elected by the members residing in the Atlantic Region;
- (ii) One (1) director shall be elected by the members residing in the Quebec Region;
- (iii) One (1) director shall be elected by the members residing in the Ontario Region;
- (iv) One (1) director shall be elected by the members residing in the Central Region;
- (v) One (1) director shall be elected by the members residing in the Alberta Region; and
- (vi) One (1) director shall be elected by the members residing in the British Columbia Region.

**6.01b)** The following persons will also be entitled to attend meetings of the board of Directors, with the following caveats:

- (i) The Managing Director of the CSIA shall be entitled to attend and participate but not vote in meetings of the board of directors; and
- (ii) The Past Chair of the CSIA shall be entitled to attend and participate but not vote in meetings of the board of directors for two (2) years following the end of his term as Chair.

#### **Nomination Committee**

**6.02** The board shall appoint the immediate Past Chair of the CSIA and one (1) director (other than a director whose term of office is to expire on May 1 of the next calendar year, unless such director shall then be ineligible for re-election) to a Nomination Committee. In the absence of a Past Chair the Board shall appoint two (2) directors (other than a director whose term of office is to expire on May 1 of the next calendar year, unless such director shall then be ineligible for re-election). The Nomination Committee Chair shall be one of the 2 National Board representatives on the Nomination Committee. The Nomination Committee Chair will then complete the creation of the Nomination Committee, which shall be composed of the 2 National Board representatives and two (2) members appointed by each regional organization representing the region or regions from which directors are to be elected for the ensuing term. The nomination committee shall be charged with responsibility 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 6.01a) whose term of office is to expire on May 1 of the next calendar year. The nomination committee shall submit its report to the board no later than November 1 in the year prior to the expiry date of any term. Except in extraordinary circumstances, the board shall accept the report of the nomination committee and endorse the nomination of the persons proposed. If no report is received from the nomination 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 6.01a) whose term of office is to expire on the next following May 1.



## **Election**

**6.03** The election of directors shall take place annually and shall be conducted by ballot in the following manner:

- (a) Any member who wishes to stand for election to the board must, no later than November 30 of the calendar year prior to the calendar year in which the election is to take place, 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.
- (b) A ballot, containing the names of the members nominated to stand for election by the nomination committee pursuant to section 6.02 and the names of the members nominated pursuant to subsection 6.03 (a), shall be sent by electronic or other communications facility or by mail, courier or personal delivery by the Secretary to members no later than March 15 of 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.
- (c) The Secretary of the CSIA shall accept duly completed ballots from members until April 15 of the year in which the election is to take place and shall, as soon as practical following April 15 of such year, tabulate the ballots and publish the results of the election in a communication to the members.
- (d) The members shall at each annual general meeting confirm the results of the election process by ordinary resolution.

## **Qualification**

**6.04** The following restrictions shall apply to the election and appointment of directors:

- (a) Only members who reside in a particular region may be elected by the members of such region pursuant to subsections 6.01 a).
- (b) No member who is a director of Alpine Canada Alpin, of the Canadian Adaptive Snowsports, of the Canadian Association of Nordic Ski Instructors or of the Canadian Association of Snowboard Instructors shall be qualified for election to the board of directors of CSIA by the members pursuant to subsections 6.01 a).
- (c) No member who is an employee of the CSIA or who is a contractor providing services to CSIA as a Level 1 course coordinator, a professional development program coordinator or an educational development coordinator shall be qualified for election or appointment as a director.
- (d) 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.
- (e) No member who is not a resident of Canada shall be qualified for election or appointment as a director.

## **Term**

**6.05** Directors who are elected pursuant to subsections 6.01 a) shall be elected in rotation to hold office for a term of three (3) years. Each term shall expire on May 1 in the final year of the term. Directors shall be eligible for re-election to the board for (1) additional term to a maximum term of office of three (3) years. Any member who is elected or appointed to fill a vacancy in the office of a director or who is initially elected or appointed for a term of less than three (3) years shall, for the purposes of calculating the terms of office

permitted, be considered to have commenced his term of office on the date of his election or appointment; however, any director who has been elected or appointed for a period of less than twelve (12) months shall remain eligible to serve two terms totalling six (6) years.

### **Implementation**

**6.06** The staggering of director terms shall continue consistent with the provisions of the previous by-laws which stated:

“In order to implement the election of directors with terms of office to expire in different years:

- (a) The directors selected to fill the positions of the directors to be elected by the members residing in the Atlantic Region and the Alberta Region shall have a term of office to expire on **May 1, 2001**;
- (b) The directors selected to fill the positions of the directors to be elected by the members residing in the Ontario Region and the British Columbia Region shall have a term of office to expire on **May 1, 2002**;
- (c) The directors selected to fill the position of the directors to be elected by the members residing in the Quebec Region and the Central Region shall have a term of office to expire on **May 1, 2003**.

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

### **Vacation of Office**

**6.07** The office of a director shall be vacated if:

- (a) he dies;
- (b) he is removed from office by the members in accordance with the provisions of section 6.08;
- (c) he ceases to be qualified for election as a director; or
- (d) his written resignation is received by CSIA, at the time the written resignation is received or at the time specified in the resignation, whichever is later.

### **Removal of Directors**

**6.08** 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 that region at a special general meeting. A vacancy created by the removal of 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 directors in accordance with subsection 6.09.

### **Vacancies**

**6.09** 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 practical following the creation of such a vacancy. A director appointed or elected to fill a vacancy holds office for the unexpired term of the predecessor.

### **Remuneration of Directors**

**6.10** 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 travelling and other expenses incurred by them in connection with the affairs of the CSIA.

### **Declaring a conflict of interest**

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**6.11** Any CSIA director or manager who is party to a contract or to a property transaction or to a submission relating to a contract or a property transaction with the CSIA, or who is the director or manager of a corporate body, or who has a major interest in such a corporate body, who is party to a contract or to a property transaction or to a submission relating to a contract or a property transaction with the CSIA must declare the nature and the importance of his interest at that time and in the manner provided for by the *Law*. (That director cannot vote on a resolution aimed at approving such a situation, except insofar as provided for by the *Law*.)

A director must, if he is in a conflict of interest situation, whether real or perceived: when elected or at any time during the course of his mandate, immediately make the situation known to the Chair of the Board or Vice-Chair, who in turn must inform the other directors without delay. Later on, having made known a conflict of interest situation, whether real or perceived, the director must abstain from taking part in all discussions, decisions and/or votes having any link, whether direct or indirect, to said conflict of interest situation, whether real or perceived.

### **Powers of Directors**

**6.12** 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 directors 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 of directors 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 telecopy or other 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 telecopy or other 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.

#### **Quorum**

**7.02** In order to constitute a quorum for the transaction of business at any meeting of the directors, a majority of the directors shall be present in person or by telephone in accordance with the requirements of this by-law. In the event a vacancy shall arise in the board, the remaining directors shall, pending the appointment of a director to fill such vacancy, constitute a quorum for the transaction of business at meetings of directors.

#### **Place of Meetings**

**7.03** Meetings of the board may be held at such place as is determined from time to time by the directors.

#### **Regular Meetings**

**7.04** 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.

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### **Meetings by Telephone**

**7.05** If all the directors of the CSIA 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**

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

### **Chair**

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

### **Secretary**

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

### **Voting**

**7.09** 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**

**7.10** All acts approved by the directors 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** The board may from time to time appoint one or more committees of the board and may delegate to any such committee any of the powers of the board except those which pertain to items which the Act provides may not be delegated to a committee of the board. The board may fix any remuneration to be paid to members of such committees.

#### **Advisory Bodies**

**8.02** 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**

**8.03** 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 who 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**

**8.04** The CSIA, by resolution of the board, may from time to time recognize incorporated or unincorporated organizations 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.

## **ARTICLE 9**

### **OFFICERS**

#### **Officers**

**9.01** The officers of the CSIA shall be a Chair, a Past Chair, one or more Vice-Chairs, a Managing Director, a Secretary, 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 from time to time appoint such other officers, employees and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be determined by the board.

#### **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 his 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 his resignation, in writing, to the Managing Director 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 two-thirds (2/3) 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 respond to the allegations that have been made against him.

#### **Chair**

**9.05** The Chair shall be the Chair of all meetings of directors and members at which he is 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**

**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. He shall be responsible for overseeing the general management and direction of CSIA's business and affairs, subject to the authority of the board. He shall ensure that the policies, orders and resolutions of the board are carried into effect, and he shall report to the board on the affairs of CSIA at regular intervals and at such other times as he 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. He shall give notice of all meetings as required by the Act or by or under these by-laws. He 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. He shall perform all the duties incident to the office of Secretary and such other duties as may be assigned to him from time to time by the directors 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 directors, he shall control or cause to be controlled the deposit of money, the safekeeping of securities and the disbursement of the funds of the CSIA. He shall render to the directors, at their meetings or whenever required of him, an account of all his transactions as Treasurer and a report of the financial position of the CSIA. He 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 him by the directors or by the Chair. He shall faithfully discharge his 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 directors 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 directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him.

## **ARTICLE 10**

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### **Standard of Care**

**10.01** Every director and officer of the CSIA in exercising his powers and discharging his 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 his heirs and legal representatives, to the extent permitted by the Canada Not-For-Profit Corporations 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 his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to best interests of the CSIA, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful. The provisions for indemnification contained in the by-laws of the CSIA shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. 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 or 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 his respective office or trust or in relation thereto unless the same shall happen by or through his 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 CSIA against any liability incurred by any such person, in his capacity as a director or officer of the CSIA, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the CSIA, or in his capacity as a director or officer of another body corporate where he acts or acted in that capacity at CSIA's request, except where the liability relates to his 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 him at his recorded address by prepaid mail, or if sent to him at his 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 except that if the last day of the period falls on a Sunday or holiday the period shall terminate at midnight of the day following that is not a Sunday or holiday.

### **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 he informs the CSIA in writing of his 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** 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 directors 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 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

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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 directors 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 directors 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 general 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 CSIA present or represented by proxy at an annual or special general meeting following its adoption by the board.