CANADIAN SKI INSTRUCTORS' ALLIANCE – ATLANTIC REGION

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 –Atlantic Region, unless the context otherwise requires:

"Act" means the *Canada Not-for-profit Corporations Act* as amended from time to time or any other act or statute substituted therefore;
"Articles" means the Articles of Incorporation under the Act;
"Atlantic Region" means the Provinces of Newfoundland, Prince Edward Island, New Brunswick and Nova Scotia;
"Board" means the board of directors of the Corporation;
"Corporation" means Canadian Ski Instructors' Alliance – Atlantic Region;
"CSIA" means the Canadian Ski Instructors' Alliance/Alliance des moniteurs de ski du Canada;
"Directors" means the directors of the Corporation and "director" means any one of such directors;
"Member" means a member of the Corporation in good standing (paid-up dues, not under disciplinary sanction);
All terms which are used in this or any other by-law of Corporation and which are defined in the Act shall have the meanings given to them in the Act;
Words importing the singular number include the plural and vice versa;
Words importing any gender include all genders;
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 other legal representative.

ARTICLE 2

SEAL, HEAD OFFICE AND FINANCIAL YEAR

Seal

2.01 The Corporation may have a seal on which its name is engraved in legible characters.

Registered Office

2.02 The registered office of the Corporation shall be in the Province of Nova Scotia and at such address therein as the directors may from time to time determine by resolution. The Corporation may relocate the Registered Office to another Atlantic province and may have other offices at such places in Atlantic provinces as the directors from time to time determine.

Financial Year

2.03 Unless the directors otherwise determine by resolution, the financial year of the Corporation shall end on June 30 in each year, or on such other date determined by the directors.

ARTICLE 3

BOOKS AND RECORDS

Corporate Records

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

a copy of the Articles and all by-laws of the Corporation;
the names, alphabetically arranged, of all persons who are or have been members of the Corporation, the address and calling of every member, as far as can be ascertained, and the category of membership of each member;
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;
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 Corporation shall be kept by Corporation at the registered office 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 may at each annual meeting appoint an auditor to audit the accounts and financial statements of Corporation for report to the members at the next annual meeting. The auditor shall not be a director or officer or employee of the Corporation. 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 The members of the Corporation shall be the members of CSIA who are resident in the Atlantic region or who have designated with the CSIA the Atlantic Region as the primary location of their ski instructing activities.

Classes of Membership

4.02 Consistent with the CSIA by-laws, 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 Corporation 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 of the CSIA.

4.03 (b) A regular member of the Corporation 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 of the CSIA.

Honorary Member

4.04 An honorary member of Corporation is any person who has been designated as such by the board of the CSIA on the basis of such person's contribution to the Corporation, to CSIA or to the sport of skiing.

25-Year Member

4.05 A 25-year member of the Corporation is a member that has paid their membership dues to the CSIA for 25 years. These need not be consecutive years.

Associate Member

4.06 An associate member of the Corporation is any former member who is no longer engaged in ski teaching and who meets the criteria established for associate membership from time to time by the board of the CSIA.

Affiliate Member

4.07(a) An affiliate member of the Corporation is a person from a foreign country or a member of another association who is seeking an equivalency from the CSIA to enable them 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 the CSIA. For that reason, the affiliate member is a non-voting member of the Corporation.

4.07 (b) An affiliate member of the Corporation 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 the CSIA. For that reason, the affiliate member is a non-voting member of the Corporation.

Membership Dues

4.08 All members, except honorary members, shall be required to pay such annual dues as may from time to time be established by the directors of the CSIA. The directors of the CSIA 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 Corporation, unless the directors of the CSIA 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 of the CSIA may from time to time prescribe.

Withdrawal

4.09 Any member may withdraw from the CSIA by delivering to the Registered Office of the CSIA, to the attention of the Secretary of the CSIA, a written resignation.

Suspension and expulsion

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

Discipline

4.11 Any complaints made against a member of the Corporation shall be dealt with by the CSIA, as prescribed in the CSIA By-Laws. The Directors of the CSIA may appoint a Disciplinary Committee with the power to examine all complaints lodged against a member, submitted in writing or orally and to name one or more investigators.

ARTICLE 5

MEETINGS OF MEMBERS

Annual Meetings

5.01 An annual meeting of the Corporation 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, or by some method, 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 (if any) shall be presented, and an auditor may 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 of the Corporation for the transaction of any business specified in the notice of the meeting. The directors shall, on the requisition in writing of not less than three per cent (3%) of the members of the Corporation, 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 or method of each meeting of members shall, 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, be given to the auditor, the directors and each member entitled to vote at the meeting. 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 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 fifteen (15) members entitled to vote at the meeting. Voting participation at meetings of members may not be by telephonic, electronic or other communication facility.

Adjournment

5.05 If a quorum is not present fifteen (15) 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 in the identified time line and accepted by the CSIA's Registered Office.

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 is 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 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 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 fax, or by electronic submission, in such form as is approved by the board from time to time, to the registered office of the Corporation no later than seven (7) calendar days prior to the meeting.

Chairperson, Secretary and Scrutineers

5.09 The Chairperson (Chair) or in their absence a Vice-Chairperson (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 Corporation or a member, to act as secretary of the meeting. If desired, one or more scrutineers 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, 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 favor 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 thirty percent (30%) of members entitled to vote at the meeting or by proxy. Upon a ballot, every member or their 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.

ARTICLE 6

DIRECTORS

Number

6.01 The number of directors of Corporation shall be eight (8) or nine (9). Four (4) directors shall be "provincial representatives," four (4) directors shall be "directors-at-large," and one additional director may be appointed by the board of the Corporation, pursuant to the Act and Articles of Incorporation of the Corporation.

One (1) provincial representative shall be elected to the Board by the members of each of the four (4) provinces in the Atlantic Region voting separately by province;

The four (4) directors-at-large shall be elected by all members of the Atlantic Region in a single ballot. Each director at large must be a resident of any Atlantic Region province.

(iii) An additional director appointed by the board of the Corporation need not be a member of the Corporation.

(iv) The Past Chair of the Corporation shall be entitled to attend and participate but not vote in meetings of the Corporation's board of directors for two (2) years following the end of their term as Chair.

Nomination Committee

6.02 No later than August 31st of each year, the Board shall appoint a Nomination Committee, composed of any two or three directors that are not offering for election, as the Board may choose.

The Nomination Committee shall be charged with the responsibility for recommending persons to stand 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 on December 31st. The Nomination Committee shall submit its report to the Board no later than October 15th. 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 6.01 whose term of office is to expire on December 31st.

Election

6.03 The election of directors shall take place annually, with provincial representatives elected in odd-numbered years and directors-at-large, elected in even-numbered years. Elections 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 1st of the calendar year, in the year in which the election takes place, submit a written nomination, supported by not less than two (2) members in good standing that are either regular, associate or 25 year members, to the Secretary of the corporation, or alternative as selected by the Board, in such form as in from time to time, adopted by the Board.

(b) A ballot containing the names of the members nominated to stand for election shall be sent electronically by the Secretary, or alternative as selected by the Board, to members no later than November 15th, of the year in which the election is to take place.

(c) The Secretary of the corporation shall accept duly completed ballots from members, on or before the date of the election (December 1st of each year) and shall, as soon as practical following the election, announce the results of the election in a communication to the members. Ballots may be transmitted to the Secretary, or alternative as selected by the Board, by members in person, or by using ordinary mail or any electronic means approved by Secretary and the Board. Ballots may also be collected by a person seeking election and may be submitted to the Secretary and Board in the manner described above.

(d) The members shall at each annual general meeting confirm the results of the election process by ordinary resolution.

Qualification

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

(a) No member who is a director of the Canadian Ski Coaches Federation or a director of the Canadian Association of Snowboard Instructors shall be qualified for election to the board of directors of Corporation.

(b) No member who is an employee of CSIA or the Corporation or who is a contractor providing services to CSIA or the Corporation as a Level 1 Course Coordinator or a Professional Development Program Coordinator shall be qualified for election or appointment as a director.

(c) 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.

(d) No person who is not a resident of the Atlantic Region shall be qualified for election or appointment as a director.

Term

6.05 Directors who are elected pursuant to subsections 6.01 shall be elected to hold office for a term of two (2) years. Each term shall expire on December 31 in the final year of the term. Directors shall be eligible for re-election to the board for two (2) additional terms to a maximum term of office of six (6) years. Any member who is elected or appointed to fill a vacancy in the office of a director or shall, for the purposes of calculating the terms of office permitted, be considered to have commenced their term of office on the date of their 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 three terms totaling six (6) years.

Vacation of Office

6.06 The office of a director shall be vacated if a director:

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

Removal of Directors

6.07 Subject to the Act, a provincial representative may only be removed as director by an ordinary resolution of members of the province that elected them at a special general meeting. A director-at-large may only be removed by and ordinary resolution of the members of the entire Atlantic 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.

Vacancies

6.08 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

6.09 Directors shall not be remunerated for their services as directors, but shall be entitled to be paid their reasonable travelling and other expenses incurred by them in connection with the affairs of the Corporation.

Declaring a conflict of interest

6.10 Any Director who is party to a contract, to a real estate or personal property transaction or to a submission relating to a contract or a property transaction with the Corporation, or who is the director 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 Corporation must declare the nature and the importance of their 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 they are in a conflict of interest situation, whether real or perceived: when elected or at any time during the course of their mandate, immediately make the situation known to the Chair of the Board, 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

6.11 The directors of the Corporation shall manage or supervise the management of the affairs of Corporation and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The board of directors shall take such steps as they may deem requisite to enable the Corporation 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 Corporation.

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 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 mail, it shall be mailed not less than fourteen (14) days before the time when the meeting is to be held. 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.

Place of Meetings

7.03 Meetings of the board may be held at such place and time or by such method 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 or method 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 Telephone

7.05 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

7.06 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.

Chairperson

7.07 The Chair or in their absence a Vice-Chair shall be chairperson 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 be entitled to a second or casting vote.

Validity of Act of Directors

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. Committee members shall not be remunerated for their services, but shall be entitled to be paid their reasonable travelling and other expenses incurred by them in connection with the affairs of the Corporation.

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 Corporation. 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.

ARTICLE 9

OFFICERS

Officers

9.01 The officers of the Corporation shall be a Chair, a Vice-Chair, 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. 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 The officers must be members of the Corporation. 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, if any, of officers appointed by the board shall be determined from time to time by resolution of the board. 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 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 them.

Chairperson

9.05 The Chairperson (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 or limit such other powers and duties to the Chair as the board deems appropriate.

Past Chairperson

9.06 The Past Chairperson (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 request, for an agreed term not to exceed two (2) years

Vice Chairperson

9.07 The Vice-Chairperson (Vice-Chair) shall perform such duties and exercise such powers as the directors or the Chair may, from time to time, assign to them. The duties of the Chair may be performed and their powers exercised by the Vice-Chair during the absence or inability to act of the Chair.

Secretary

9.08 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. They shall give notice of all meetings as required by the Act or by or under these by-laws. They 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. They 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 directors or the Chair or as may be prescribed by the Act.

Treasurer

9.09 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 position of the Corporation. Under the direction of the directors, 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 Corporation. They shall render to the directors, at their meetings or whenever required of them, an account of all the transactions as Treasurer and a report of the financial position of the Corporation. They 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. They 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 Attorney

9.10 The directors may, at any time from time to time, by resolution, appoint any person or persons to be agent or the attorney of Corporation 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 agent or 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 them.

ARTICLE 10

PROTECTION OF DIRECTORS AND OFFICERS

Standard of Care

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

Indemnity of Directors and Officers

10.02 To the full extent permitted by the Act, the Corporation shall indemnify all directors or officers of the Corporation.

Insurance for Directors and Officers

10.03 The Corporation shall use best efforts to ensure that the CSIA and/or the Corporation

purchase and maintains insurance for the benefit of the directors and officers of the Corporation against any liability incurred by any such person, in their capacity as a director or officer of the Corporation, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the Corporation, or in their capacity as a director or officer of another body corporate where they act or acted in that capacity at the Corporation'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 member to whom it is to be given or if mailed to the member at the member's recorded address by prepaid mail, or by any means of electronic 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 electronic 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 Corporation shall not be required to give any further notices to such member until they inform the Corporation in writing or by electronic means 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 Corporation 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 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 and all paper writings.

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 Corporation'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 Corporation'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 Corporation's account only, and endorse for that purpose by means of a stamp bearing Corporation's name, any and all such instruments; the giving of receipts for and orders relating to any property of the Corporation; 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 Corporation's behalf to facilitate such banking business.

Borrowing

13.02 The directors of the Corporation may from time to time:

(a) borrow money upon the credit of the Corporation;
(b) limit or increase the amount to be borrowed;
(c) issue debentures or other securities of the Corporation;
(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 Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

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 Corporation.

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

Amendments

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