

BY-LAWS
OF
ALBERTA ALPINE SKI ASSOCIATION

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BY-LAWS
OF
ALBERTA ALPINE SKI ASSOCIATION

ARTICLE 1
DEFINITIONS AND INTERPRETATION

Section 1.1 Definitions

In this by-law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

“AAST” means the Alberta Alpine Ski Team;

“ACA” means Alpine Canada Alpin or any successor thereto;

“Act” means the Societies Act of Alberta, R.S.A. 2000, chapter S-14 as amended or any act passed in replacement thereof;

“Affiliation Fee” means the annual fee payable by a Member Club to the Association and is fixed in accordance with Section 2.7(1);

“Alpine Committee” means the committee, so entitled for each Zone, established by the Board;

“Association” means the Alberta Alpine Ski Association, its successors and assigns;

“Board” means the Board of Directors of the Association;

“By-law” means this by-law and all other by-laws of the Association from time to time in force and effect;

“Club Membership List” means the list containing (i) the name and postal address of the Member Club, (ii) the name and postal address of each Paid Up Members of such Member Club and (iii) the name and postal address of all other members of such Member Club;

“CSA – AD” means Canadian Ski Association – Alberta Division or any successor thereto;

“Chair of the Board” means the person so elected as chair of the Board in accordance with Section 3.4(4);

“Director” means a director of the Association;

“Documents” includes mortgages, charges, security interests, conveyances, transfers and assignments of property, real and personal, agreements, releases, receipts and discharges or the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities;

“Executive Committee” has the meaning ascribed to such term in Section 3.12;

“Expiry Date” means the date fixed by the Board as the date upon which membership in the Association shall expire, which shall be fixed no more frequently than once during each Financial Year;

“FIS” means the International Ski Federation;

“Financial Year” has the meaning ascribed to such term in Section 9.5;

“Member Club” means a ski club as described in Section 2.2;

“North Zone” means all that part of Alberta lying north of the 9th correction line;

“Officer” means an officer of the Association occupying such position at any time;

“Paid Up Members” means a member of a Member Club in respect of which the Per-Person Fee has been paid to the Association;

“Per-Person Fee” means the annual fee payable by a Member Club to the Association in respect of each person who is a member of such Member Club who is involved or participates in any of the alpine ski programs or events of the Association and is fixed in accordance with Section 2.6(1);

“President” means the officer so appointed to such position by the Board pursuant to Section 5.2(1);

“South Zone” means all that part of Alberta lying to the south of the 9th correction line;

“Special Resolution” means

- (i) A resolution passed
 - a) At a general meeting of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and
 - b) By the vote of not less than 75% of the votes cast by those Member Clubs who, if entitled to do so, vote in person or by proxy,
- (ii) A resolution proposed and passed as a Special Resolution at a general meeting of which less than 21 days’ notice has been given, if all the Member Clubs entitled to attend and vote at the general meeting so agree, or
- (iii) A resolution consented to in writing by all of the Member Clubs who would have been entitled at a general meeting to vote on the resolution in person or where proxies are permitted, by proxy;

“Vice Chair” means the person so elected as Vice Chair of the Board in accordance with Section 3.4(4); and

“Zone” means the North Zone or the South Zone, as the case may be.

Section 1.2 Societies Act

Terms defined in the Act shall, where used in this By-law, have the same meaning as ascribed to such terms in the Act.

Section 1.3 Grammatical Conformance

This By-law is to be read with all changes to gender or number required by the context.

ARTICLE 2
MEMBERS

Section 2.1 Classes of Membership

There shall be four (4) classes of membership in the Association:

- (1) Member Clubs,
- (2) Paid-Up Members,
- (3) Honorary Members, and
- (4) Special Members.

Section 2.2 Member Clubs

Any alpine ski racing club which:

- a) supports the positive long-term athlete development strategy of Alberta Alpine; and
- b) which is the sole club located at any ski hill; or
- c) which has not less than 15 athletes or 50 persons are registered as athletes and Paid up Members of the club

may apply for membership in Alberta Alpine.

- A Member club shall pay the Affiliation fee and the Per Person fee before it is admitted as a Member Club. If any applicant is disallowed, the applicant shall have the right to appeal the determination by the staff to the Board of Alberta Alpine by such process as the Board shall set from time to time.
- If the members of a club fall below 25 Paid up Members or less than 7 athletes, the membership shall be subject to review as to whether a viable program is being offered. An appeal to the Board lies from any decision of the staff on this issue.

Section 2.3 Paid-Up Members

1. Members of the Member Clubs shall include all individuals who are involved or participate in any of the alpine ski programs or events of the Association including competitors, parents of competitors, officials and coaches.
2. Paid-Up Members are members of the Association and are allowed to participate in alpine programs or events sanctioned by the Association.
3. Paid-Up Members may participate in any annual general or special meeting of the Association but are not entitled to be notified of, to move or second any motions at or to vote at, any annual general or special meeting or other proceeding of the Association.
4. A Paid up Member may only be counted as one member of only one club for voting purposes, whether they are members of one or more clubs. If the Paid up Member has not designated which club they will be a member of for voting purposes, Alberta Alpine staff may designate the membership.

Section 2.4 Honourary Members

1. Honourary members are those persons or groups who wish to join a Member Club or the Association for the purposes of affiliation, support or other similar purposes.
2. Honourary members are members of the Association but shall not have any involvement, competition or otherwise, in any of the alpine ski programs sanctioned by the Association.
3. Honourary members may attend any annual general or special meeting of the Association but are not entitled to be notified of, to move or second any motion at or to vote at, any annual general or special meeting or other proceeding of the Association.
4. The fee, if any, payable by an honorary member of the Association shall be established by the Board from time to time.

Section 2.5 Special Members

1. Special members are those persons who wish to join the Association for the purposes of affiliation, support or other similar purposes.
2. Special members are members of the Association and are allowed to participate in alpine programs or events sanctioned by the Association.

3. Special members may attend any annual general or special meeting of the Association but are not entitled to be notified if, to more or second any motions at or to vote at, any annual general or special meeting or other proceeding of the Board.
4. The fee, if any, payable by a special member of the Association shall be established by the Board from time to time.

Section 2.6 Per-Person Fee

1. The Per-Person Fee payable to the Association shall be established by the Board, and notice thereof shall be given to each Member Club not later than 60 days prior to the Expiry Date and shall be effective as of and from the day next following the Expiry Date.
2. Each Member Club shall pay the Per-Person Fee payable to the Association on (i) the Expiry Date, or (ii) within 30 days of the date on which an individual becomes a member of a Member Club and who is or will be involved or who is or will be participating in any of the alpine ski programs and events of the Association, or (iii) within 30 days of receipt of an invoice therefore from the Association, as the case may be.

Section 2.7 Member Club Affiliation Fee

1. The Affiliation Fee payable by a Member Club to the Association shall be established by the Board, and notice thereof shall be given to each Club not later than 60 days prior to the Expiry Date and shall be effective as of and from the day next following the Expiry Date.
2. Each Member Club shall pay the Affiliation Fee payable to the Association or the earlier of (i) the Expiry Date, or (ii) within 30 days of receipt of an invoice therefor.

Section 2.8 Expulsion of Members

Membership in the Association is not transferable, is subject to expulsion by Special Resolution and, subject to Section 2.9, is expelled upon the happening of any of the following events:

- a) If, in the case of a Member Club, (i) the Member Club fails, prior to the Expiry Date, to remit to the Association, the Club Membership List, the applicable Affiliation Fee and aggregate of the applicable Per-Person Fees for such Member Club for the relevant Financial Year, or (ii) and assessment under the authority of Section 2.10 remains unpaid for more than 60 days after notice of the assessment has been given to the Member Club;
- b) If, in the case of a Paid Up Member, the Per-Person Fee payable in respect of such Paid Up Member for the relevant Financial Year has not been paid; or
- c) If, in the case of an honorary member or special member, the member resigns in writing, dies, or fails to pay the appropriate fee, if any.

Notwithstanding expulsion of membership, a former member of the Association remains liable for any outstanding fees payable to the Association as at the effective date of expulsion of the membership and any assessments levied under the authority of Section 2.10 prior to expulsion of the membership.

Section 2.9 Procedures for Expulsion of Members

Notice of the impending expulsion of a Member Club will be given at the next annual general meeting and at that annual general meeting such Member Club shall not be entitled to move or second any motion or vote on any matter which arises at such meeting. The Member Club shall within 30 days following the annual general meeting remedy the default failing which the expulsion will occur.

Section 2.10 Assessments

Assessments and similar obligations other than (i) the Per-Person Fee, (ii) the Affiliation Fee, and (iii) the fee, if any, payable by an honorary member or a special member, as the case may be, may only be levied by the Board if authorized by Special Resolution.

ARTICLE 3
DIRECTORS

Section 3.1 Directors

The Directors shall manage the business and affairs of the Association and shall exercise the powers of the Association in the name of or on behalf of the Association.

Section 3.2 Number of Directors

1. The Board shall consist of not less than 10 and not more than 15 Directors, of which not less than 8 Directors shall be elected and not less than 3 Directors shall be appointed namely (i) Chair – Alpine Committee, North Zone, (ii) Chair – Alpine Committee, South Zone, and (iii) past Chair of the Board.
2. Additional Directors may be elected by the Member Clubs at the annual general meeting.

Section 3.3 Eligibility as Director

1. Every Paid Up Member is eligible for nomination and election as a Director unless the Paid Up Member is ineligible by reason of this By-law.
2. A Paid Up Member is ineligible for nomination as a candidate for election as a Director if such member is under the age of 18 years.
3. A Paid Up Member is ineligible for nomination as a candidate for election as a Director representing a Zone unless the Paid Up Member resides in that Zone.
4. A Paid Up Member is ineligible for nomination as a candidate for re-election or appointment as a Director if that Paid Up Member has been elected or appointed as a Director in 3 previous elections unless the Paid Up Member holds office as Vice-Chair at the time the nomination is received.

Section 3.4 Election

1. The election of Directors shall take place at the annual general meeting of the Association.
2. The number of Directors to be elected at any annual general meeting shall be that number equal to the number of elected Directors then in office whose term is expiring, unless otherwise determined by Special Resolution.
3. The election shall be held in accordance with the procedures set out in Article 4.3. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.
4. The Chair of the Board and the Vice-Chair shall be chosen by the Directors from their own number. The election of the Chair of the Board shall be made by secret ballot and shall take place as the first order of business at the first meeting of the Directors following the annual general meeting of the Association. The election of the Vice-Chair shall be made by secret ballot and shall take place immediately after the election of the Chair of the Board.
5. If the Chair of the Board is absent or unable to act, the Vice-Chair is the Acting Chair of the Board.
6. If both the Chair of the Board and the Vice-Chair are absent or unable to act, a majority of the Directors may appoint one of their number as Acting Chair of the Board.

7. The Acting Chair of the Board has the powers and shall perform the duties of the Chair of the Board during the absence or inability to act of the Chair of the Board.

Section 3.5 Vacancies

In the event that a vacancy occurs on the Board:

- a) in the case of an elected Director, the vacancy shall be filled by the remaining Directors as soon as practicable; and
- b) in the case of an appointed Director, the Chair of the Board shall give notice to the relevant committee to arrange for the selection of its Chair as soon as practicable; and
- c) if no quorum of Directors exists, the remaining Directors shall forthwith call a special meeting of the Association for the purpose of filling the vacancies on the Board.

Section 3.6 Removal of Directors

1. If a Director (i) resigns his office by delivering a written resignation to the Association, (ii) is removed from office pursuant to Section 3.6(2), (iii) dies, or (iv) becomes a mentally incompetent person, he thereupon ceases to be a Director.
2. The Member Clubs may, by Special Resolution, remove any Director before the expiration of his term of office, and may, by a majority of the vote cast at that meeting, elect any person who qualifies under Section 3.3 in his stead for the remainder of his term.

Section 3.7 Meetings

1. Meetings of the Board may be held at any place within Alberta as designated in the notice calling the meeting. Directors' meetings may be called by the Chair of the Board or by any other 4 Directors.
2. Where all the Directors have consented thereto, a Board meeting may be held, or any Directors may participate in any meeting of the Board, by means of a conference telephone or other method of communication which permits all participants to hear each participant as such participant speaks.

Section 3.8 Quorum

A majority of elected Directors is a quorum at any meeting of the Board.

Section 3.9 Notice

Notice of Board meetings shall be given either by delivery, mail or telephone to each Director not less than 2 business days before the meeting is to take place. The statutory declaration of the Chair of the Board or the person designated with the responsibility of giving notice of meetings, as the case may be, that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Section 3.10 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time to be named. A copy of any Resolution 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 meeting except where the Act so requires or the business to be transacted thereat must be specified.

Section 3.11 Voting

Questions arising at any meeting of the Board shall be decided by a majority vote of elected and appointed Directors. At all meetings of the Board every question shall be decided by a show of hands unless a poll on the question is required by the Chair of the Board or requested by any Director. A declaration by the Chair of the Board that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of such fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

Section 3.12 Executive Committee

1. There shall be an Executive Committee of the Board which shall be composed of the Chair of the Board who shall be chair, the Vice-Chair who shall be vice-chair, and 1 other Director.
2. The Executive Committee has, subject to Section 3.19, the following powers and duties:
 - a) To supervise the general administration of the affairs of the Association and instruct the President thereon, and
 - b) To determine policy on any matter arising between meetings of the Board which, in the opinion of the Executive Committee, requires immediate consideration.
3. The immediate past Chair of the Board of the Association is an ex officio member of the Executive Committee while remaining in office as a Director.
4. Meetings of the Executive Committee may be held at any place within Alberta as designated in the notice calling the meeting. Executive Committee meetings may be called by the Chair of the Board or by any other 2 members thereof.
5. Where all members of the Executive Committee consent thereto, an Executive Committee meeting may be held, or a member of the Executive Committee may participate in any meeting of the Executive Committee, by means of a conference telephone or other method of communication which permits all participants to hear each participant as such participant speaks.
6. Notice of Executive Committee meetings shall be given either by delivery, mail or telephone to such member thereof not less than 2 business days before the meeting is to take place unless the matter is of an emergent nature in which case notice may be given within such shorter period as may be necessary having regard to the circumstances. The remaining provisions of Section 3.10 shall apply as amended where required.

Section 3.13 Remuneration of Directors

The Directors shall serve without remuneration provided, however, that nothing in this Section shall prohibit a Director from receiving:

- a) Reimbursement for his reasonable expenses in connection with his services to the Association as a Director; and
- b) Reasonable remuneration and expenses for his services to the Association in any other capacity.

Section 3.14 Conflict of Interest

A Director or Officer who is a party to, or a Director or Officer who has a material interest in any person who is a party to, a material contract or proposed material contract with the Association shall disclose the nature and extent of his interest to the Board immediately upon becoming aware of such contract or proposed contract. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Association's business would not require approval by the Board, and a Director interested in a contract so referred to the Board is not entitled to move or second any motion at or to vote at any meeting or other proceeding to consider such contract.

Section 3.15 Limitation of Liability

1. No action lies against any Director or Officer of the Association in respect of any thing done by such Director or Officer provided that such Director or Officer has acted in accordance with the Act, the regulations, the application for incorporation and the By-laws.
2. No act or proceeding of any Director, Officer or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act, proceeding or the qualification of such Director, Officer, or Board.
3. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors, internal accountants or Officers and shall not be responsible or held liable for any loss or damage resulting from the paying of any monies or otherwise acting upon such statement or report.

Section 3.16 Indemnity

Subject to the limitations contained in the Act, the Association shall indemnify each Director or Officer, each former director or Officer, or a person who acts or acted at the Association's request as a director or Officer of a body corporate or which the Association is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Association or any such body corporate) and his heirs, executors and legal representatives, (individually and collectively, the "Indemnity Beneficiary") from and against (i) any and all claims, demands, actions or proceedings which may be brought or prosecuted against the Indemnity Beneficiary, and (ii) any and all awards, judgements, losses, damages, costs and expenses including reasonable legal expenses on a solicitor/client basis which the Indemnity Beneficiary may suffer or incur by reason of being or having been a Director or Officer of the Association or such body corporate, if the Indemnity Beneficiary has acted in accordance with Section 3.15(1).

Section 3.17 Power of Directors

1. The Board may, in managing the business and affairs of the Association by resolution:
 - a) Authorize the Association to enter into contracts that the Association may enter into;
 - b) Establish committees, in addition to the Executive Committee provided for under Section 3.12 and the Alpine Committee which is established as at the effective date of this By-law, and their powers and duties and provide for the appointment to them;
 - c) Confer any powers or impose any duties on a committee established by the Board;
 - d) Designate a chair and one or more vice-chair, if required, for a committee established by the Board;
 - e) Appoint delegates and representatives to appear on behalf of and represent the Association;
 - f) Appoint any person as an honorary member of the Association;
 - g) Authorize the Association to purchase and maintain insurance for the benefit of the Directors and Officers of the Association;
 - h) Take any action and, subject to any limitation set out in this By-law, incur any expenses the Directors consider necessary for the promotion, protection, interest or welfare of the Association; and
 - i) Appoint the President and such additional Officers as it, in its discretion, may determine from time to time and confer any powers or impose any duties on the President or Officers as the Board may determine.
2. The Board may make rules for the governance of the Association, for the management and conduct of its business and affairs and for the exercise or carrying out of the power and duties conferred or imposed on the Association or the Directors under this By-law or the Act.

Section 3.18 Duties of Directors

The Board shall, in managing the business and affairs of the Association, have the following duties:

- a) Determine the mission and vision of the Association, having regard to the purposes of the Association set out in the applications for incorporation under the Act;
- b) Ensure effective short term and long term planning
- c) Evaluate the various programs and events of the Association;
- d) Monitor the operations and the finances of the Association;
- e) Approve the annual or any other budget of the Association;
- f) Monitor and evaluate the performance of the President and any Officer appointed by the Board;
- g) Act as an advisory body to counsel the President and any Officer appointed by the Board;
- h) Act as advocate for the Association; and
- i) Comply with the provisions of the Act.

Section 3.19 The Chair of the Board

The Chair of the Board shall be charged with the general supervision of the administration and management of the Association, the calling of all general, special, Board and Executive Committee meetings and shall preside at all such meetings. The Chair of the Board shall be the Chair of the Board and of the Executive Committee, and an ex-officio member of all committees and sub committees. The Chair of the Board shall, subject to ratification by the Board, be empowered to invite such members of the Association, as he deems advisable to any meeting of the Association, and he shall ensure that all orders and resolutions duly passed at meetings of the Association are carried into effect. The Chair of the Board has the casting or deciding vote in the case of a tie vote in Executive Committees and Board meetings.

Section 3.20 The Past Chair of the Board

The past Chair of the Board shall act in an advisory and consultative capacity to the Chair of the Board and other Directors of the Association and shall provide an historical perspective of the affairs of the Association by virtue of his previous chairmanship.

Section 3.21 Attendance at Directors' Meetings

1. The Alberta representative, if any, on (i) the FIS Council, (ii) CSA-AD Board of Directors or (iii) the ACA Executive Committee, and such persons as the Board may, from time to time, by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his delegate, attend any annual general or special meeting of the Association or meeting or proceeding of the Directors but is not entitled to be notified of, to move or second any motion or to vote at any such meeting or proceeding.
2. The President shall be entitled, in the same manner and to the same extent as a Director, to notice of, and to attend any meeting or proceeding of the Directors (except where the matter to be considered by the Board states to the President, in which case, the President shall absent himself from such meeting or proceeding) but is not entitled to be notified of, to move or second any motions or to vote at any such meeting or proceeding.

Section 3.22 Athletes' Representative

The members of the AAST may be requested to appoint one or more representative who may, at the request of the Board, attend and participate in Board and Executive Committee meetings but are not entitled to be notified of, to move or second any motion or to vote at, any such meetings.

ARTICLE 4
ELECTION OF DIRECTORS

Section 4.1 Term and Zones

1. Subject to the provisions of the Act, Directors, other than appointed Directors, shall be elected by the Member Clubs for a term of 2 years or until their successors are elected and appointed.
2. For the purpose of the election of Directors, there shall be two Zones: the North Zone and the South Zone.

Section 4.2 Re-Election

An elected Director, if otherwise eligible, is eligible for re-election at the expiry of his term.

Section 4.3 Procedures

Elected Directors of the Association shall be elected in accordance with the following procedures:

- a) The Board shall, not less than 60 days prior to the next annual general meeting of the Association appoint a nominating committee (the "Nominating Committee") which shall be composed of not less than 3 persons each of whom is a Paid Up Member and who is not seeking office in the election, at least one of whom is a Paid Up Member from the North Zone and who must not be a Director and one of whom is a Paid Up Member from the South Zone and who must not be a Director;
- b) The Nominating Committee shall ascertain what Paid Up Member are qualified and are willing to be nominated for election as a Director of the Association and shall obtain the written consent of each such Paid Up Member to stand for election;
- c) For the purposes of Section 4.3(b), the Nominating Committee shall cause to be undertaken a full survey of the Member Clubs of the Association by giving written notice at least 30 days prior to the next annual general meeting to the Association (i) of the number of Directors to be elected at the next annual general meeting, and (ii) that Member Clubs have the right to submit nominations of Paid Up Member for election as a Director of the Association to the Nominating Committee provided that such nominations are received by the Nominating Committee at least 14 days prior to the next annual general meeting and each such nomination is accompanied by the written consent of the Paid Up Member nominated;
- d) The Nominating Committee shall, not less than 7 days prior to the next annual general meeting give written notice to each Member Club, which notice shall contain (i) the name(s) of the Paid Up Member (s) that the Nominating Committee proposes as candidates for election as a Director, and (ii) the name(s), if any, of the member(s) that the Nominating Committee has received from Member Clubs that are not included in the list of proposed candidates. Such notice shall also inform each Member Club of the provisions of Section 4.3(e);
- e) In addition to the nominations proposed by the Nominating Committee and notice of which has been provided to Member Clubs as required by Section 4.3(d), nominations for election as a Director may be made by any Member Club at any time following receipt of such notice up until the commencement of the annual general meeting at which the vote for the Directors is to take place. Such nominations must be (i) seconded by another Member Club, (ii) accompanied by the written consent of the Paid Up Member nominated, and (iii) submitted to the President prior to the commencement of such annual general meeting;
- f) The election of Directors shall be ballot; and
- g) If only 1 candidate is nominated for a Zone and if following the election, except for the candidate so nominated, only 1 elected Director from such Zone is a member of the Board, the candidate so

nominated shall be declared elected and such candidate's name shall not be included in the ballot for election.

Section 4.4 Successful Candidate

1. After the votes for each candidate have been counted, the candidate in each of the Zones who receives a greater number of votes than any other candidate in the candidate's Zone shall be declared to be elected as a Director.
2. After the candidates referred to in Section 4.4(1) have been declared elected, the candidates who received the greatest number of votes, up to the number of Directors to be elected, shall be declared to be elected as Directors.
3. If an equal number of votes are cast for 2 or more candidates and as a consequence the election of 1 or more candidates is left undecided, the President shall forthwith put into a ballot box or other suitable container a paper for each of those candidates with the candidate's name written on it, and fold each paper so that the name is inside and is not distinguishable without the paper being opened.
4. The papers shall be mixed together in the ballot box or other suitable container and the President shall draw a paper by chance therefrom in the presence of any candidate or candidate's representative wishing to be present, and the candidate whose name is on the paper so drawn shall be declared by the President to be elected as a Director.
5. If it is necessary to elect one or more additional Directors after the draw under Section 4.4(4), the President shall repeat the procedure under such Section until the required number of Directors have been declared elected.

Section 4.5 Transitional Provisions

For the annual general meeting in 1994, the following transitional provisions shall apply:

- a) 3 Directors shall be elected for a term of 2 years to replace the Directors whose term of office expires in 1994;
- b) 1 additional Director shall be elected for a term of 2 years;
- c) 2 additional Directors shall be elected for a term of 1 year;
- d) Each of the two incumbent Directors, namely the Directors holding the title the "Director-At-Large" and "Chair Administration & Finance" respectively, shall remain as a Director for the balance of such Director's term of office which expires in 1995 and shall hold the position as a Director without designation of a specific title to each such Director;
- e) Each of the 4 candidates receiving the greater number of votes than the remaining candidates shall be declared to be elected as a Director for a term of 2 years;
- f) After the candidates referred to in Section 4.5(e) have been declared elected, the 2 candidates who receive the greatest number of votes, up to the remaining number of Directors to be elected, i.e. 2, shall be declared to be elected as a Director for a term of 1 year; and
- g) The remaining provisions of this By-law shall apply unless inconsistent with the provisions of this Section 4.5.

Section 4.6 Forms

The Board may prescribe the form of nomination paper and the form of ballot.

Section 4.7 Appointed Directors

The Chair of each of the North Zone and South Zone shall be elected by the members of their respective Alpine Committees for a term of 2 years or until their successors are elected and appointed and following the election of those persons as Chair – North Zone and Chair – South Zone, respectively, each of those persons shall be considered to be a Director of the Association.

ARTICLE 5 OFFICERS OF THE ASSOCIATION

Section 5.1 Officers

The Officers of the Association are the President, and the holders of any additional offices established by the rules of the Association or by the Board by resolution.

Section 5.2 President

1. A President shall be appointed by the Board.
2. The President shall hold office during the pleasure of the Board or during such fixed period and subject to such terms as the Board may approve.
3. The President shall be the chief executive officer of the Association and shall exercise supervision and control, subject to the direction of the Board, over the business and affairs of the Association, its other Officers, employees and agents and shall also provide leadership and direction consistent with the mission and vision of the Association as determined by the Board.
4. The President shall receive such remuneration as the Board shall fix and shall perform such other duties as may be assigned to the President by this By-law or by any rules or order of the Board or any committee thereof or pursuant to a contract.
5. In addition to all other duties of the President, the President shall keep or cause to be kept the minutes of the proceedings of all meetings of the Directors, conduct all correspondence and be the custodian of all documents, papers and books belonging to or filed with the Association.
6. The President shall also be responsible for:
 - a) Receiving or causing to be received all monies payable to the association and depositing them or causing them to be deposited properly in the form of which they were received to the credit of the Association in the Association's bank,
 - b) Paying or causing to be paid all necessary disbursements of the Association but shall not pay or cause to be paid any disbursements not included in an approved budget without the authority of the Board or the Executive Committee,
 - c) Keeping or caused to be kept proper books of account in which shall be entered all monies received and paid out for the Association, and
 - d) Performing or causing to be performed all other services incidental to the foregoing.
7. When the audited financial statements for a Financial Year of the Association have been prepared, the President shall present those statements to the Board at their next regular meeting.
8. The President shall present to the Board prior to the commencement of each Financial Year of the Association, a proposed budget for the Association for that Financial Year.
9. The Board may, by resolution or by the rules of the Association, delegate any specific power or duties of the President, specifically excluding the power or duty of the President to exercise supervision and control over the business and affairs of the Association, to the holder of an office established under Section 5.1 and prescribe the circumstances in which or the conditions on which the delegation is to apply.

Section 5.3 Appointed Officers

1. In addition to the President, the Board may as often as may be required, appoint such other Officers and agents as it considers necessary and all such Officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any appointed Officer of the Association.
2. The duties of all other Officers of the Association shall be on such terms as the Board prescribes. The Officer may be removed by the Board upon a majority vote should the Officer not fulfill their duties.

Section 5.4 Remuneration

The Board may by resolution fix and determine the remuneration of any Officer appointed by the Board.

ARTICLE 6
MEETINGS

Section 6.1 Annual General Meeting

There shall be an annual general meeting of the Association in each year at the place and time the Board determines, for the purpose of:

- a) Hearing and receiving the reports and statements required by the Act to be read at and presented to the Association at an annual general meeting or any other annual meeting;
- b) Electing Directors; and
- c) For the transaction of any other business properly brought before the meeting.

Section 6.2 Special Meeting

The Board may at any time call a special meeting of the Association for the transaction of any business, the general nature of which is specified in the notice calling the special meeting. A special meeting of the Association may also be called by written notice from not less than 4 elected Directors.

Section 6.3 Notice of Meetings

Notice of the time, place and date of meetings of the Association and the general nature of the business to be transacted shall be given not less than 21 nor more than 60 days before the date of the meeting to each Member Club by sending a notice of the meeting by mail to the address of the Member Club as shown on the Association's records.

Section 6.4 Quorum

1. Member clubs representing not less than 50% of the aggregate number of votes of all Member Clubs constitute a quorum at an annual general or special meeting of the Association.
2. Subject to Section 6.4(3), no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
3. If a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by a majority of the Member Clubs in attendance and a quorum at any such adjourned meeting shall be those Member Clubs present at such adjourned meeting, provided in no case shall a meeting be held unless there are Member Clubs representing not less than 30% of the aggregate number of votes of all the Member Clubs.

Section 6.5 Chair

1. The President shall act as Chair at any meeting of the Association.
2. If the President is absent or unable to act, the President-Elect is the Acting Chair.
3. If both the President and the President-Elect are absent or unable to act, the Member Clubs present at any meeting of the Association shall choose another Director as Acting Chair and if no Director is present or if all the Directors present decline to act as Acting Chair, the Member Clubs present shall choose an Acting Chair from among the Paid Up Members present.
4. The Acting Chair has the powers and shall perform the duties of the Chair during the absence or inability to act of the President.

Section 6.6 Voting Members

1. Only Member Clubs shall be eligible to vote at any annual general or special meeting of the Association.
2. To be eligible to vote, a Member Club shall not, according to the records maintained at the head office of the Association, be in arrears in payment of any fees or assessments payable to the Association.
3. All motions or questions proposed for consideration at a meeting of the Association shall be determined by a majority or the votes cast. In the case of an equality of votes, the question shall be defeated.
4. Each Member Club shall be entitled to the following number of votes:
 - a) One vote for each Member Club;
 - b) One vote in the event that one or more Paid Up Members of the Member Club are on the Alberta Ski Team or the National Alpine Ski Team;
 - c) One vote for each 25 Paid Up Members of the Member Club, and in the case of a Member Club with an aggregate number of Paid Up Members not divisible by 25, 1 vote or 1 further vote, as the case may be.

Section 6.7 Record Date

The Board may fix a record date for determining the Member Clubs who will be entitled to vote at a meeting of the Association, which record date shall not be more than 30 days before the date of the meeting of the Association. A notice of such record date shall be given, at least 21 days before the record date so fixed, to each Member Club, in the same manner as is required for the giving of notice of the time and place for the holding of a meeting of the Association. The President shall review the records of the Association immediately after the record date and on the basis of such review shall certify to such meeting the identity of each Member Club as of the record date, the number of Paid Up Members of such Member Club, and the number of votes to which such Member Club is entitled.

Section 6.8 Voting – How Cast

For the purpose of voting on any matter at a meeting of the Association, the following rules shall apply:

If a person presents a written authorization issued by the Member Club of which he is a member in the form prescribed by the Board, then such person may cast the number of votes to which such Member Club is entitled; and

If (a) does not apply, then the President of a Member Club (or in his absence, the person to whom he has delegated his authority by written instrument) shall cast all votes of the Member Club in such a manner as

he shall have been instructed by his Member Club, or in the absence of instructions, in whatever manner he shall consider appropriate.

No other form of proxy voting shall be permitted or valid.

Section 6.9 Polls

If at any meeting a poll is requested on the election of a chair or on the question adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

Section 6.10 Adjournment

Any meetings of the Association may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting as might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting and the provisions of Section 6.4(3) shall apply to the quorum at any such adjourned meeting.

ARTICLE 7
BANKING AND BORROWING BY THE ASSOCIATION

Section 7.1 Bank

The bank of the Association shall be such bank as may be designated from time to time by the Board.

Section 7.2 Signing Authority

The monies of the Association deposited in the Association's bank shall be withdrawn or paid out when required by cheque signed by any 2 persons authorized by resolution of the Board.

Section 7.3 General Borrowing Authority

Subject to the limitations set out in the By-law or the Act, the Board may:

- a) Borrow monies upon the credit of the Association up to a maximum of \$100,000;
- b) Issue, reissue, sell or pledge bonds, notes or other evidence of indebtedness or guarantee of the Association, whether secured or unsecured;
- c) Mortgage, hypothecate, charge, pledge or otherwise create, issue, execute and deliver a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertaking to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness of the Association; and to give a guarantee on behalf of the Association to secure the obligation of any Member Club.

Section 7.4 Specific Borrowing Authority

From time to time the Board may by resolution, authorize any 2 Directors or Officers to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

Section 7.5 Liability of Members

To the extent that the Association should ever become insolvent, the Association shall not levy a fee of more than \$10 per person in respect of each person who is a member of a Member Club to pay creditors and dissolve the Association.

ARTICLE 8 AUDITOR

Section 8.1 Auditor

The Auditor of the Association shall be an accountant or a firm of accountants.

Section 8.2 Appointment

The Directors shall, at their first meeting following each annual general meeting, appoint an auditor for the Association.

Section 8.3 Vacancy

If the auditor for any reason cannot act, the President may appoint any person as acting auditor and that person, while acting as auditor has the powers and shall perform the duties of the auditor.

Section 8.4 Auditor's Duties

The auditor shall audit the accounts of the Association as soon as possible after the Association's financial year-end and at such time, if any, as may be directed by the Board or Audit Committee and the Auditor's report, which shall contain a financial statement setting out the Association's income, disbursements, assets and liabilities audited and signed by the auditor shall be submitted to the annual general meeting immediately following the Association's financial year end.

ARTICLE 9 MISCELLANEOUS PROVISIONS

Section 9.1 Head Office

The place of the head office and the records office of the Association shall be in the Canmore Nordic Centre, in the Province of Alberta or at such other location within the Province of Alberta as may be determined by Special Resolution.

Section 9.2 Other Offices

The Association may establish other offices (including without limitation post office boxes for the purpose of receipt of mail) at such other locations in Alberta as the Board may from time to time determine.

Section 9.3 Adoption of Seal

The Board shall adopt a seal which shall be the seal of the Association.

Section 9.4 Directors to Determine Use of Seal

The seal of the Association shall be under control of the Board and the responsibility for its custody and use from time to time shall be determined by the Board.

Section 9.5 Fiscal Year

The fiscal year of the Association commences on July 1 and ends on the next succeeding 30th day of June (the "Fiscal Year") unless otherwise determined by the Board.

Section 9.6 Execution of Documents

Documents other than those specified in Section 7.3 requiring execution by the Association shall be signed by any 2 Directors or Officers of the Association, authorized by resolution of the Board, and all Documents so signed are, subject to Section 9.7, binding upon the Association without any further authorization or formality.

Section 9.7 Limitation

All Documents referred to in Section 9.6 whose duration is for a period of greater than 1 year or has a contract price or is in an amount, in the aggregate in excess of \$50,000.00, shall be approved by the Board before any such Document is entered into unless the Board otherwise determines.

Section 9.8 Computation of Time

In computing the date when notice must be given under any provision of the By-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice, is included unless otherwise provided.

Section 9.9 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any Director or member or by the auditor of that Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or any auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

Section 9.10 Rescission or Alteration

1. The By-laws of the Association shall not be rescinded, altered or added to except by Special Resolution.
2. No rescission, alteration or addition to a by-law has effect until it is registered by the Registrar.

Section 9.11 Books and Records

1. The Board shall cause all necessary books and records of the Association required by the By-laws or by any applicable statute to be regularly and properly kept by the President at the head office of the Association.
2. All books and records may be inspected by any Paid Up Members of the Association at the head office between 9:00 am and 4:00 pm on any day except non business days, on reasonable notice to the President.

Section 9.12 Proceedings

The Board shall cause minutes of proceedings of meetings of the Association and of the Directors to be prepared under the supervision and kept in the custody of the President at the head office of the Association.

Section 9.13 Withdrawal from Membership

Any member who wishes to withdraw from membership in the Association may notify the Board in writing to such effect and on receipt of such notice by the Board, the member shall cease to be a member of the Association. The concluding paragraph of Section 2.8 shall apply to this Section 9.13.