



Bylaws

(Amended October 19th, 2020)

Canadian Adaptive Snowsports
Sports de glisse adaptes Canada

32 Ancolies

Saint Anne Des Lacs, Quebec

J0R1B0

Canadian Charitable Number : 118829019 RR0001

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Articles of Continuance and Bylaws

Articles of Continuation

CANADIAN ADAPTIVE SNOWSPORTS / SPORTS DE GLISSE ADAPTÉS CANADA
Articles of Continuance (transition)
Schedule 1

The exclusive purposes of the Corporation are:

- (a) **To foster the development of adaptive alpine skiing and snowboarding** through partnerships, leadership, training and advocacy so individuals with a disability have the opportunity to ski and snowboard through healthy recreation and competition throughout Canada;
- (b) **To deliver best practices in instructor certification and training, and facilitate the development and exchange of relevant information and research** that would assist the recreation and competition development of alpine skiers and snowboarders with a disability;
- (c) **To foster the development; research and access to adaptive equipment and teaching aids** to assist alpine skiers and snowboarders with a disability;
- (d) **To develop strategic plans and program initiatives** to support CADS Objects throughout Canada;
- (e) **To strategically seek funds** to meet the needs of alpine skiers and snowboarders with a disability throughout Canada through strategic relationships with the CADS Divisions.
- (f) To formulate short- and long-term plans and objectives **to increase participation of alpine skiers and snowboarders with a disability;**
- (g) **To develop and to implement such projects and programs** as may be in keeping with the objects of the Corporation and agreed upon by its members;
- (h) **To conduct the affairs of the Corporation according to the bylaws;** and
- (i) **To do all things that are incidental and ancillary** to the attainment of the above objects.

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the CANADIAN ADAPTIVE SNOWSPORTS / SPORTS DE GLISSE ADAPTÉS CANADA, BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the CANADIAN ADAPTIVE SNOWSPORTS / SPORTS DE GLISSE ADAPTÉS CANADA (hereinafter called the "Association") as follows:

ARTICLE 1 Name

The name of the Association shall be: CANADIAN ADAPTIVE SNOWSPORTS / SPORTS DE GLISSE ADAPTÉS CANADA

Amended March 27, 2017

ARTICLE 2 Registered Office

The registered office of the Association shall be situated in Canada at a place designated by the Board of Directors.

ARTICLE 3 Seal and Divisions

3.1 The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Association. The seal shall be in the custody of the Secretary of the Association and kept at the head office of the Association.

3.2 The total number of Divisions within the Association shall be thirteen (13). There shall be a Division corresponding to each province, territory and the CADS-National Capital Division except where a Division has less than five (5) voting members.

ARTICLE 4 Membership

4.1 Subject to the Articles, there shall be one class of members in the Association. Membership shall be available only to individuals interested in furthering the Association's purposes and who have applied for and been accepted into membership in the Corporation by ordinary resolution of the Board or in such manner as may be determined by the Board. Each member shall be entitled to receive notice of, and attend and vote at all meetings of the members of the Corporation.

The Board may from time to time grant to any member a lifetime membership status upon the recommendation of the Awards Committee for the Karl Hilzinger Award. A lifetime member shall not pay membership fees and shall be entitled to all the privileges of the Association.

Members who are under the age of 18 years of age shall be classified as junior members who shall be entitled to all the privileges of the Association except the privileges of holding office and/or voting and shall, in addition, receive a membership card and the publications of the Association. Upon attaining the age of 18 years such classification shall cease and such members shall be entitled to vote and hold office.

The Board may approve categories of Affiliates, and the nomenclature for such categories, as further described in the Corporation's Operating Policies. Affiliates shall not be Members of the Corporation and shall have no voting privileges in the Corporation. Upon payment of the appropriate fee, if any, Affiliates shall have the privileges set out in the Operating Policies approved by the Board.

The membership year shall be from September 1st to August 31.

4.2 Fees and Termination of Membership

4.2.1 Change in Annual Fees

Annual fees for Members and Affiliates shall be reviewed by the Board of Directors as deemed necessary. Any fee changes which the Board of Directors shall propose shall become valid and take effect only after approval of a two-thirds vote cast in favor of the change at an Annual General Meeting of the Association

4.2.2 Termination of Membership

The Board may remove a member by majority vote on a motion to that effect (Removal Motion) held at least 20 days following notice to the member of the Board's intention to hold the Removal Motion, with the member being allowed to make written submissions to the Board prior to voting on the Removal Motion. Within 20 days of a decision on the Removal Notice, The President or their delegate shall notify the member subject to the Removal Motion of the outcome of the Removal Motion. The Board's Decision on the Removal Motion is final and binding on the member, without any further right of appeal.

Amended Nov 30th, 2019

4.2.3 Withdrawal of Membership

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

ARTICLE 5 Board of Directors

5.1 Duties

The affairs of the Association shall be managed by a Board of Directors (BOD) who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any special resolution of the Association or by statute expressly directed or required to be done by the Association at a general meeting of the members. A Director shall have, in addition, the privileges and responsibilities of a Delegate at the Annual General Meeting.

All committees of a national scope report to and are responsible to the Board of Directors. The Board of Directors may at a formal meeting of the Board by majority vote alter the membership, responsibilities, priorities, and expectations of the Committee.

5.2 Number & Election

There shall be a maximum of seven (7) directors to be chosen from the active membership as follows:

- a) No more than two (2) elected Directors from any one Division shall hold office at the same time.
- b) Members shall elect six directors for a term of three (3) years each. Directors elected prior to December 15 , 2018 shall continue to hold their existing term of office. Directors elected on or after December 15 , 2018 shall have a three (3) year term of office. As much as possible Directors shall be elected and retire in rotation.
Amended December 15, 2018
- c) Following the conclusion of the annual general meeting of Members each year, the Board may appoint a member recommended by the Technical Committee as a Director to hold office for a term expiring not later than the close of the next annual meeting of members.

5.3 Qualifications

To qualify, a Director shall be a Member of the Association, legally domiciled in Canada. A Director who has served for six (6) consecutive years on the Board is not eligible to stand for re-election for at least one (1) year.

5.4 Nominating Committee

- a) There shall be a Nominating Committee composed of: At least one (1) Board Member, not including a Director who may be standing for re-election, plus two (2) other active voting members of the Association.

The members of the Nominating Committee shall be appointed by the Board of Directors at any time but not later than sixty (60) days prior to the Annual General Meeting of the Association.

It shall be the duty of the Nominating Committee to submit a report thirty days (30) days prior to the Annual General Meeting to the named delegates entitled to vote. The report shall include the names of a minimum number of nominees to fill the vacancies expected to arise at the Meeting. If such committee is unable to include a sufficient number of nominees to fill the vacancies expected to arise at the Meeting, the number included in the report shall be submitted.

These members so nominated shall be voting members, legally domiciled in Canada, nominated by such Nominating Committee to be voted on at the election at the Annual General Meeting. The term of office of the members of the Nominating Committee shall be completed at the end of the Annual General Meeting. The Board of Directors may, by resolution, remove any member of the Nominating Committee.

- b) In addition to those nominated by the Nominating Committee, names of candidates may be submitted in writing to the Nominating Committee by a voting member and seconded by a voting member, neither of whom is the nominee. The person so nominated must confirm in writing that he/she will allow his/her name to be put forward as a candidate. All confirmed nominations received by the Nominating Committee in sufficient time to allow the Nominating Committee to comply with Article 5, Sub-section 5.5 (a) will be included as an addendum to its report.

5.5 Termination of Director

The office of a Director of the Association shall immediately be vacated, if:

- (a) The Director becomes bankrupt or suspends payment to his/her creditors or compounds his/her liabilities with his/her creditors or makes an authorized assignment for the benefit of his/her creditors or is declared insolvent;
- (b) He/she becomes of unsound mind;
- (c) He/she is convicted of any criminal offence;
- (d) By notice in writing to the Secretary of the Association he/she resigns from his/her office;
- (e) He/she should die;

- (f) The members of the Association, by resolution passed by at least two-thirds of the votes cast in favor, at a General Meeting of the members of which notice has been given specifying the intention to pass this resolution to remove the Director before the expiration of his/her term of office.

5.6 Vacancy in Director's Office

Should a Director's office be vacant for any reason, the continuing Directors may appoint any person qualified to hold office as a Director to fill such vacancy until the next General Meeting for the election of Directors.

Such person shall meet the requirements of Article 5, Sub-section 5.2 (a) with respect to the number of such Directors who shall be elected from any one Division.

5.7 Remuneration of Directors

All Directors shall serve without remuneration and no Director shall receive any form of an agreed-upon annual stipend or honorarium nor shall he/she directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties as a Director.

5.8 Executive Committee

Following the election of the Board of Directors, the Board of Directors shall elect from the Directors the following who will form the Executive Committee:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any member of the Executive Committee may be removed by a majority vote of the Board of Directors. Executive Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duties. In addition to the election of the members of the Executive Committee, the Board of Directors shall confirm the appointment or election of those Directors who are filling a vacated office. All additional or other officers required by the Association or the Board of Directors shall, from time to time, be appointed by the Board of Directors, provided that any additional or other officer or officers so appointed shall be an adult member of the Association.

5.9 Further Duties of the Board of Directors

Directors may, by resolution, from time to time as deemed necessary, appoint committees consisting of such number of Directors or members of the Association as may be deemed desirable and may prescribe their duties. Any committee so appointed may meet for the transaction of its business, adjourn and otherwise regulate such meetings as it deems necessary.

Unless otherwise determined by the Board of Directors, two (2) members of the committee shall be a quorum. Questions arising at any such meetings of the committee shall be decided by a majority of votes and, in case of an equality of votes, the chairman of the meeting shall have the deciding vote.

ARTICLE 6 Meetings of Directors & Executive Committee

6.1 Meetings

Meetings of the Board of Directors and Executive Committee are held at such times and places as deemed necessary by the President for the effectual transaction of the Association's business. There shall be no less than two (2) meetings of the Board of Directors and Executive Committee, excluding the Annual General Meeting of the Association in each fiscal year.

6.2 Notice

Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that 48 hours written notice or notice by electronic means of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 7 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

If all the directors of the Corporation consent thereto 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 conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

6.3 Quorum

6.3.1 Quorum of Board of Directors

A quorum at a meeting of the Board of Directors shall consist of four (4) Directors in person and present at the meeting.

6.3.2 Quorum of Executive Committee

A quorum at a meeting of the Executive Committee shall consist of three (3) Directors in person and present at the meeting.

6.4 First Meeting

For the first meeting of the Board of Directors, which shall be held following the Election of a Director or Directors at the Annual General Meeting of the Association, notice shall not be necessary to constitute a proper meeting provided that a quorum of the Directors shall be present.

6.5 Voting

Each Director at any meeting of the Directors shall be entitled to one (1) vote. Questions arising shall be decided by a majority vote. In case of an equality of votes, the President shall cast the deciding vote.

6.6 Telephone Meetings

A Director may, if all the Directors of the Association consent, participate in a meeting of the Board of Directors or of the Committee of the Board by means of telephone or other electronic or communication facility as will permit all persons participating in the meeting to hear each other and the Director participating in such a meeting by such means, is deemed to be present at the meeting.

6.7 Meetings before Annual General Meeting

Directors shall meet before each Annual General Meeting and shall make recommendations as they deem necessary to the Annual General Meeting.

6.8 Rules of Order

Meetings of the Board of Directors shall follow the same business procedures as the Annual General Meeting and in the event of any dispute, "Roberts Rules of Order" shall apply unless any by-law of the Association provides the contrary.

ARTICLE 7 Liability of Directors

Every Director or Officer of the Association or other person who has undertaken or is about to undertake any duties or liability on behalf of the Association and their heirs, executors, and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless, out of the assets and funds of the Association, from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in respect of any such liability:
- b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such reasonable costs, charges or expenses as are occasioned by his/her willful neglect or default.

No Director or Officer for the time being of the Association 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 Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or association with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

The Treasurer of the Association shall, at the expense of the Association, procure such liability insurance as from time to time may be required by the Board of Directors to carry out the provisions in paragraphs (a) and (b) of Article 7 of this by-law.

ARTICLE 8 Annual General Meeting

8.1 Meeting

The Annual General Meeting of the Association shall be held in Canada each year at a time and place chosen by the Board of Directors provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Association's preceding fiscal year.

Members entitled to vote at the Annual General Meeting shall be those Members who have been admitted as members in accordance with Article 4.

The (members, directors, members of committees) of the Association may meet by other electronic or telephonic means that permits each (members, directors, members of committees) to communicate adequately with each other, provided that:

- a) The (members, directors, members of committees) have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing a quorum, and recording votes;
- b) Each (members, directors, members of committees) has equal access to the specific means of communication to be used;
- c) Each (members, directors, members of Committees) has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

8.1.1 Order of Business at Annual General Meeting

1. Call to Order
2. Credentials Report
3. Additions to Agenda
 I) Approval of Agenda
4. Minutes of the last Annual General Meeting
 I) Business Arising from the Minutes
5. President's Report
6. Financial Report
7. Division Reports
8. Executive Director's Report
9. Committee Reports
10. Amendments to By-Laws
11. Old Business
12. Election of Directors-at-Large: annually
13. Announcement of Executive: annually

14. New Business
15. Location of next Annual General Meeting
16. Adjournment

8.2 Quorum

A quorum at the Annual General Meeting shall consist of 20 members. In the event that less than 20 members are present, they shall not be empowered to conduct any business for the Association but shall have the authority to adjourn the meeting for a minimum of one (1) hour. In the event that after the said adjournment there are still not present 20 members, those members present shall constitute a quorum for the transaction of the business of the Association that comes before it.

8.3 Notice

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
- (b) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting.

8.4 Validity of Business Transacted at Meetings

The accidental omission to give notice of any general meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any general meeting. In addition to each delegate of the Association, the Board of Directors shall also be permitted to attend the Annual General Meeting.

8.5 Voting

(1) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by electronic voting in place of voting by proxy for members not in attendance of a meeting of the members.

(2) Pursuant to subsection 197(1) (Amendment of Articles or Bylaws) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the method of voting by members not in attendance at a meeting of members.

8.6 Registration

Each Member shall register himself/herself before the meeting.

8.7 Election of Directors

The members at the Annual General Meeting shall hold an election for the Directors of the Association as nominated according to this by-law.

8.8 Other Meetings

Other meetings of the members may be convened by order of the Board of Directors for any date and time and at any place.

ARTICLE 9 Amendments to By-Laws

9.1 Proposed amendments

Proposed amendments to these By-laws or the Articles shall be submitted in the first instance to the Board of Directors and, if such proposal is approved by a resolution of the Board of Directors, shall be submitted to the next Annual General Meeting of the Association;

9.2 Amendments

Amendments to the By-Laws or Articles may not be reworded at an Annual General Meeting. If the proposed amendment or addition that is brought before the members at the Annual General Meeting is not accepted by the members, then the amendment is defeated.

ARTICLE 10 Officers of the Association

10.1 Officers

The Association shall have the following Officers:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer

10.2 Eligibility

Any Member who is legally domiciled in Canada shall be eligible to serve as an Officer of the Association.

10.3 Term of Office

All Officers shall be appointed from the Board of Directors by a majority vote of the Board of Directors for a term of one (1) year, provided that no term of office for any officer of the Association shall exceed his/her term of office as a member of the Board of Directors.

10.4 Remuneration

All Officers of the Association shall serve without remuneration and no officer shall directly or indirectly receive any profit from his/her position as such; Provided that an Officer may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties. The Association shall pay the reasonable expenses incurred by the Officers in

attending the Annual General Meeting, a meeting of the Board of Directors and any Special General Meeting of the Association.

10.5 The President

The President shall be the presiding Officer at all Directors' meetings of the Association and at all general meetings. He/she shall be the Chief Executive Officer and shall exercise general supervision over the work and activities of the Association. He/she shall perform such duties as usually pertain to the office of the President.

10.6 The Vice President

The Vice President shall assume the President's office in the event the President is absent, sick or unable to fulfill his/her duties. In addition, the Vice President shall perform such duties as may be assigned him/her.

10.7 The Secretary

The Secretary shall be the recorder for the Board of Directors and shall maintain, or cause to be maintained, accurate Minutes of the proceedings of their respective meetings and all general meetings and shall mail, or cause to be mailed, copies as directed by the Board of Directors. The Secretary shall keep the register of the members, issue notice for all meetings and deal with all correspondence. His/her records shall, at all times, be open to inspection by the President and the members of the Board of Directors.

10.8 The Treasurer

The Treasurer shall collect, or cause to be collected, all monies payable to the Association and shall disburse the same as directed by the Directors. The Treasurer shall keep, or cause to be kept, correct and accurate accounts, receipts and disbursements of the Association. The Treasurer shall present a detailed report thereof at the Annual General Meeting or as requested by the Directors. The records and books shall, at all times, be open to the inspection of the President and members of the Board of Directors and to any accountant and/or auditor named by the Board.

10.9 Vacancy

If a vacancy shall occur in any office of an Officer by reason of death, resignation, disqualification or otherwise, the Directors may, by resolution, elect or appoint a person qualified to fill such vacancy.

10.10 Removal

At the sole discretion of the Board of Directors, the Board of Directors may, by resolution, remove any officer of the Association.

ARTICLE 11 Custody of Securities

All shares and securities owned by the Association shall be lodged (in the name of the Association) with a chartered bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

ARTICLE 12 Executions of Instruments

12.1 Signing Documents

- a) Contracts, documents or any instruments in writing requiring signature of the Association, except those referred to in Article 15, may be signed by the President or Vice President (or Second) together with the Secretary or Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- b) In addition, the Board of Directors shall have the power from time to time, by resolution, to appoint any two (2) members of the Board of Directors or any person or persons on behalf of the Association, either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

12.2 Affixing Seal

The Seal of the Association may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

12.3 Term

The term "contracts, documents and instruments in writing" as used herein shall include deed, mortgages, hypothecs, charges, conveyances, transfer and assignments of property real or personal, movable or immovable, agreement releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and al paper writings.

ARTICLE 13 Fiscal Year

The first fiscal period of the Association terminated on the 31st day of August in each year or on such other date as the Directors shall, by resolution, from time to time determine.

ARTICLE 14 Auditor

14.1 Appointment

The Association shall have an auditor who shall be appointed at the Annual General Meeting by the delegates entitled to vote, to hold office until the close of the next Annual General Meeting, and, if an Appointment is not so made, the auditor in Office continues in Office until a successor is appointed.

14.2 Annual Audit

The auditor shall conduct an Annual audit as defined within the Act, and, in particular, without limiting the generality of the foregoing, the auditor shall audit annually the books and the accounts of the Association and complete a report containing a balance sheet and detailed accounts of revenue and expenses.

ARTICLE 15 Cheques, Drafts and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association and in such manner as the Board of Directors may from time to time designate.

ARTICLE 16 Special General Meeting

A Special General Meeting of the Association may be held at such time and place as may be determined by a resolution of the Board of Directors or by a requisition to the President signed by fifteen (15) full adult members of the Association. Such a requisition must specify the subject for which the meeting is to be called. It shall be the duty of the President, or, in his/her absence, the Vice-President, on receipt of such a requisition, to cause a meeting to be called by the Secretary of the Association.

16.1 Notice

Notice of any such meeting shall be delivered, mailed, or sent by accepted electronic means to each member not less than thirty (30) days before the meeting is to take place, (exclusive of the day on which the notice is given but inclusive of the date for which the meeting shall take place) provided also that any Special General Meeting may be held at any time without formal notice if all the members entitled to vote are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any such member.

The omission to give notice of any Special General Meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at such a meeting.

16.2 Business of Meeting

At any Special General Meeting no business shall be transacted other than that for which the meeting was specifically convened, and which has been clearly set forth in the notice of such meeting.

It is understood that those stipulations as to the Annual General Meeting in terms of those requirements as to delegates, quorum, voting, and notice, proxy shall also apply to Special General Meetings.

Article 17 General

17.1 Invalidity of any provision of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this bylaw.

17.2 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Article 18 – Dispute Resolution

18.1 Mediation and Arbitration

Disputes or controversies amongst members, directors, officers, committee members or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Article 18.02 of this bylaw.

18.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or bylaws or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settle by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated, or as agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on any question of fact, law or mixed fact and law.
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Article 19 Effective Date

This bylaw shall be effective upon continuance of the Corporation pursuant to the Act.

ENACTED BY THE BOARD OF DIRECTORS BY RESOLUTION THIS THE 27TH DAY OF March, 2017

John Shaw
President

Omer Melanson
Secretary

CONFIRMED BY THE MEMBERS OF THE CORPORATION BY SPECIAL RESOLUTION THIS THE 27TH DAY OF MARCH, 2017

John Shaw
President

Omer Melanson
Secretary

CERTIFIED to be bylaw No. 1 of the Corporation as enacted by the directors and confirmed by the members as set out above.

Omer Melanson
Secretary

By-Laws Amendment Process:

January/or Earlier BOD Meeting:

- BOD ratification of amendment resolution(s)

January/early Feb:

- Review current bylaws for proper AGM Notice
- Send out AGM Notice along with Proxy

March Festival:

- Hold AGM
- Ratify (2/3 majority)

Note: Have new By-Laws and all related paperwork for Corporations Canada pre-filled before AGM so as to get require signatures at Festival

Within 15 days of effective date (AGM date):

- File all required documentation, forms and \$200 Receiver General of Canada cheque with Corporations Canada

Note: Keep copies of all required documentation, forms and \$200 Receiver General of Canada cheque with Corporations Canada

CRA Submission (Post Corporations Canada filing and receipt of certified letter):

- Coordinate filing with CRA once Corporations Canada acceptance letter received for French Name change. Note that you need to keep original or copies on CADS file.
- With package to CRA, send a copy of the amended By-Laws which also incorporates the signature of 2 CADS Directors along with the effective date (AGM date). They only keep this on file.