

Ski Nova Scotia By-laws

A By-law relating generally to the conduct of the affairs of Ski Nova Scotia.

ARTICLE I GENERAL

1.1 **Purpose.** These By-laws relate to the general conduct of the affairs of Ski Nova Scotia, a Society incorporated under the *Societies Act* (Nova Scotia).

1.2 **Definitions.** In these By-laws

“**Act**” means the Nova Scotia *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.

“**Annual General Meeting**” means the annual general meeting of Ski Nova Scotia contemplated under Section 19 of the Act.

“**Auditor**” means an individual appointed by the Board to audit the books, accounts, and records of Ski Nova Scotia.

“**Board**” means the Board of Directors of Ski Nova Scotia.

“**Committee**” means a committee established by the Board pursuant to Section 4.22.

“**Days**” means all days including weekends and holidays.

“**Delegate**” means an individual duly authorized by written instrument to attend and vote at a meeting on behalf of a Member that is a corporation as provided by Section 3.12.

“**Director**” means an individual elected or appointed to serve on the Board pursuant to these By-laws.

“**Executive**” means all of the Officers of Ski Nova Scotia.

“**Member**” means a member of Ski Nova Scotia.

“**Nominating Committee**” means the Committee to be established by the Board pursuant to Section 4.5.

“**Officer**” means an individual appointed to serve as an Officer of Ski Nova Scotia pursuant to these By-laws.

“**Ordinary Resolution**” means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of a Committee, a meeting of the Executive or a meeting of Members.

“Registrar” means the Registrar of Joint Stock Companies appointed under the *Companies Act*, and includes the Deputy Registrar and a person authorized under that Act to perform duties of the Registrar in their absence.

“Society” means Ski Nova Scotia.

“Special Meeting” means a meeting of Members described in Section 3.2.

“Special Resolution” means a resolution passed by not less than three-fourths of such Members entitled to vote as are present in person at an Annual General Meeting or Special Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

- 1.3 **Registration.** Ski Nova Scotia shall be incorporated and operated as a volunteer, non-profit Society under the Act.
- 1.4 **Head Office.** The head office of Ski Nova Scotia will be located at all times within the Province of Nova Scotia.
- 1.5 **Corporate Seal.** Ski Nova Scotia may have a corporate seal which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.6 **No Gain for Members.** Ski Nova Scotia will not be carried on for the purpose of gain for its Members and any profits or other accretions to Ski Nova Scotia will be used in promoting its objectives.
- 1.7 **Conduct of Meetings.** Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.8 **Interpretation.** In these By-laws, words importing the singular will include the plural and *vice versa*, words importing the masculine will include the feminine and *vice versa*, and words importing persons will include bodies corporate.
- 1.9 **Language.** The official language of Ski Nova Scotia shall be English.
- 1.10 **Headings.** The headings used in the By-laws are inserted for convenience of reference only.

ARTICLE II MEMBERSHIP

Categories of Membership

- 2.1 **Categories.** Ski Nova Scotia has the following categories of membership:

a) **Member Club**

A Member Club shall be a duly constituted and organized club having members of not less than 10 Individual Members, which shall have been recognized by Ski Nova Scotia as a Member Club, and shall have paid its annual fees to Ski Nova Scotia (“**Member Club**”).

b) Individual Members

a. Individual Members. Individual Members shall be either of the following:

- i. Participant Member.** A Participant Member shall be a member in good standing of a Member Club who is enrolled in a program at the Member Club (i.e. U10, U12 – U18, FIS, Masters and successor categories from time to time), or a certified official or coach, recognized by Ski Nova Scotia, in good standing with Ski Nova Scotia and the Member Club.
- ii. General Member.** Any person, other than a Participant Member, who registered and is in good standing as a member or volunteer of a Member Club or Ski Nova Scotia.

b. Non-Participant Members. Any person, who is not an Individual Member, but is a family member of an Individual Member, or an individual who has expressed interest in being a Non-Participant Member of Ski Nova Scotia.

c. Honorary Members. An Honorary Member shall be any one or more individuals who have distinguished themselves in the cause of skiing and who are named from time to time by the Board to be an Honorary Member.

2.2 Admission of Members. No individual, entity or organization will be admitted as a Member of Ski Nova Scotia unless:

- c) the candidate has made an application for membership in a manner prescribed by Ski Nova Scotia;
- d) the candidate is not subject to a disciplinary investigation or action of Ski Nova Scotia;
- e) the candidate has been approved by majority vote as a Member by the Board or by any Committee or individual delegated this authority by the Board; and
- f) the candidate has paid dues as prescribed by the Board.

Membership Dues

2.3 Year. Unless otherwise determined by the Board, the membership year of Ski Nova Scotia shall commence annually on the 1st of October and shall run until the 31st of September.

2.4 Dues. Membership dues for all categories of Membership will be determined by the Board.

Withdrawal and Termination of Membership

2.7 Resignation. A Member may resign by delivering written notice of such resignation to the Secretary.

2.8 Arrears. A Member will be expelled from Ski Nova Scotia for failing to pay membership dues or money owed to Ski Nova Scotia by the deadline dates prescribed by Ski Nova Scotia by way of Ordinary Resolution of the Board.

2.9 Discipline. In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from Ski Nova Scotia in accordance with Ski Nova Scotia's policies and procedures relating to discipline of Members by way of Ordinary Resolution of the Board.

2.10 Removal. A Member may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

2.11 Definition. A Member of Ski Nova Scotia will be in good standing provided that the Member:

- a) has not ceased to be a Member;
- b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) has completed and remitted all documents and certifications as required by Ski Nova Scotia;
- d) has complied with the By-laws, policies, rules and regulations of Ski Nova Scotia;
- e) is not subject to a disciplinary investigation or action by Ski Nova Scotia, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) has paid all required membership dues.

2.12 Cease to be in Good Standing. Members who cease to be in good standing, as determined by the Board, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings. Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special Meeting. A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of twenty (20%) percent or more of the Members who have voting rights. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date. Ski Nova Scotia will hold meetings of Members at such date, time and place within Nova Scotia as determined by the Board. The Annual General Meeting will be held within 90 days of the fiscal year end.

3.4 Notice. Notice of meetings of Members will be given to all Members at least twenty-one (21) days prior to the date of the meeting and shall be delivered in accordance with Article 8. A notice of any Meeting of Members wherein special business will be conducted shall contain sufficient information to as to allow a Member to make a reasoned judgment on the decision to be taken.

3.5 Adjournment. Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned

meeting as might have been transacted at the original meeting from which such adjournment took place.

3.6 Agenda. The agenda for the Annual General Meeting may include:

- a) Call to order;
- b) Establishment of Quorum;
- c) Appointment of Scrutineers;
- d) Approval of the Agenda;
- e) Declaration of any Conflicts of Interest;
- f) Adoption of Minutes of the previous Annual Meeting;
- g) President's Report;
- h) Financial Report;
- i) Board, Staff and Committee Reports;
- j) Election of new Directors;
- k) Business as specified in the meeting notice; and
- l) Adjournment.

3.7 New Business. Any Member who wishes to have new business or a matter placed on the agenda at an Annual General Meeting will give written notice to Ski Nova Scotia at least fifteen (15) days prior to the meeting date.

3.8 Quorum. A quorum for any meeting of the Members shall consist of not less than six (6) voting Members present in person or by teleconference, with the exception that quorum for a meeting at which a Special Resolution is proposed requires Members to be present in person. For greater certainty, for a meeting at which a Special Resolution is proposed, Members attending by teleconference or other electronic means shall not be included in the quorum count and shall not be entitled to vote on such a Special Resolution.

3.9 Where No Quorum. If a quorum of Members is not present at a meeting, Members in attendance may reschedule the meeting to a new date and time. Written notice shall be given to all Members at least fourteen (14) days prior to the rescheduled meeting date, and at such rescheduled date the Members shall, with the exception of passing a Special Resolution, be permitted to transact business at the meeting with or without a quorum.

3.10 Closed Meetings. Meetings of Members will be closed to the public unless the Board determines otherwise.

Voting at Meetings of Members

3.11 Voting rights of Members. Members are allowed to attend and participate at any meeting of Members but only the following Members are entitled to vote:

- Athlete Membership – Recreation Card Holders, National Card Holders & Masters – 1 Vote per
- Officials Membership – 1 Vote per
- Coaches Membership – 1 Vote per
- General Membership – Registered Volunteers, Club Executives – 1 Vote per

3.12 Delegates. The name of a Delegate(s) will be communicated to Ski Nova Scotia in writing prior to the meeting of Members. Delegates must be eighteen (18) years of age and older and a Member in good standing. No Delegate may hold voting privileges for more than one Member.

- 3.13 Scrutineers.** At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.14 Proxy Voting.** Voting by proxy is not allowed at meetings of Members.
- 3.15 Determination of Votes.** Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by a majority of those Members voting.
- 3.16 Majority of Votes.** Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In case of an equality of votes, either on a show of hands, a ballot or the results of electronic voting, the Chair of the meeting shall not have a second or casting vote and the question shall be deemed to have been defeated.
- 3.17 Electronic Means.** If the Board chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in accordance with the procedures prescribed by the Board. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a Meeting of Members pursuant to this Section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that Ski Nova Scotia has made available for that purpose. The Board shall establish procedures for collecting, accounting and reporting the results of voting by means of a telephonic, electronic or other communication facility that i) enables the votes to be gathered in a manner that permits their subsequent verification, and ii) permits the tallied votes to be presented to Ski Nova Scotia without it being possible for Ski Nova Scotia to identify how each Member votes.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Directors.** A board of not less than four (4) and not more than fourteen (14) Directors shall be responsible for the management of Ski Nova Scotia.

Election of Directors

- 4.2 Eligibility of Director.** Any individual who is nineteen (19) years of age or older, who has the power under law to contract, and whose appointment is deemed to be of benefit to Ski Nova Scotia may be nominated for election or appointment as a Director.
- 4.3 Skills and Characteristics.** Potential Directors will preferably exhibit multiple attributes and skills listed below:

Attributes

- a) commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director;
- b) commitment to betterment of the sport throughout the Province of Nova Scotia and to act as a fiduciary to Ski Nova Scotia;
- c) knowledge about roles and responsibilities of a Director, the Board and staff;
- d) good communication skills;
- e) experience in formulating policy;
- f) experience in thinking strategically;
- g) knowledge of the alpine ski community;
- h) ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks;
- i) knowledge of organizational performance mechanisms and ability to monitor, evaluate and report on performance;
- j) strategic connectivity to key clients;
- k) ethical and values-based behavior;
- l) representative of client population (athlete & coach); and
- m) other attributes valued by the Board.

Skills and Qualifications

- a) accounting designation (CA, CMA, CGA);
- b) legal designation (LL.B);
- c) professional qualifications (MD, PhD, MBA, Sport Science);
- d) personnel management (Human Resource Professional designation);
- e) media/marketing/public relations contacts/experience;
- f) fundraising and funding source contacts;
- g) administration/management experience;
- h) government relations/contacts;
- i) organizational development/Strategic Planning experience; and
- j) other skills valued by the Board.

4.4 Nominating Committee.

- a) The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board. The Nominating Committee will be responsible to solicit nominations for individuals to serve as a Director, with the skills and characteristics defined in Section 4.3 and may nominate additional candidates to serve as a Director.
- b) Any Member of Ski Nova Scotia may nominate another Member to be one of the Directors of Ski Nova Scotia, provided however that each Member is limited to one (1) nomination *per annum*.

4.5 Nomination. Any nomination of an individual for election as a Director will:

- a) include a completed application form;
- b) include the written consent of the nominee by signed signature;
- c) include a cover letter and resume of the nominee; and
- d) be submitted to the Executive Director of Ski Nova Scotia no later than fourteen (14) days prior to the Annual General Meeting. Nominations will not be accepted from the floor.

- 4.6 Incumbents.** Individuals currently on the Board and wishing to be re-elected are not subject to nomination but must notify the Nominating Committee twenty-eight (28) days before Annual General Meeting at which the election is to take place, of their interest in re-election.
- 4.7 Circulation of Nominations.** Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.
- 4.8 Decision.** Elections will be decided by the voting Members at the Annual General Meeting in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie for the greatest number of votes, the tied nominees will take part in a second vote.

Terms

- 4.9 Elected Directors Terms.** Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

- 4.10 Resignation.** A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of Ski Nova Scotia resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.11 Vacated Office.** The office of any Director will be vacated automatically:
- a) if the Director misses two (2) consecutive meetings without the approval of the President;
 - b) if the Director is found by a court to be of unsound mind;
 - c) if the Director becomes bankrupt; or
 - d) upon the Director's death.
- 4.12 Removal.** Any Director may be removed by Ordinary Resolution of the voting Members in a meeting of the Members or by Ordinary Resolution of the Directors in a meeting of the Board, provided the Director has been given fourteen (14) days-notice and the opportunity to be present and to be heard at the meeting where such an Ordinary Resolution is put to a vote.

Filling a Vacancy on the Board

- 4.13 Vacancy.** If a Director resigns their office, or ceases to be a Member of Ski Nova Scotia, their office shall be vacated and the Board may fill the vacancy. The term of the substitute Director will be for the unexpired portion of the term of the Director so substituted.

Meetings of the Board

- 4.14 Call of Meeting.** The meetings of the Board will be held at any time and place as determined by the President or a majority of the Board.
- 4.15 Notice.** Written notice, served other than by mail, of Board meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.16 Number of Meetings.** The Board will hold a minimum of four (4) meetings per year.
- 4.17 Quorum.** At any meeting of the Board of Directors, a quorum will consist of at least fifty percent (50%) of voting Directors holding office.
- 4.18 Voting.** Each Director, with the exception of the President and the Executive Director, is entitled to one vote. Voting will be by a show of hands, orally or by email unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is only entitled to a vote in the event of a tie.
- 4.19 No Proxies.** Directors may not vote via proxy at meetings of Directors.
- 4.20 Closed Meetings.** Meetings of the Board will be closed to Members and the public except by invitation of the Board. The Executive Director and Past President may attend and speak at Board meetings but are not entitled to vote.
- 4.21 Meetings by Telecommunications.** A meeting of the Board may be held by 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.

Powers of the Board

- 4.22 Powers.** Except as otherwise provided in the Act or these By-laws, the Board has the powers of Ski Nova Scotia. Without limiting the generality of the foregoing, the Board may:
- a) implement policies, procedures and rules for managing the affairs of Ski Nova Scotia;
 - b) implement policies, procedures and rules relating to the registration of Members and shall have the authority to register Members accordingly;
 - c) implement policies, procedures and rules relating to the discipline of Members, and shall have the authority to discipline members accordingly;
 - d) implement policies, procedures and rules relating to the management of disputes within Ski Nova Scotia and shall have the authority to deal with all disputes accordingly;
 - e) implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of Ski Nova Scotia and shall have the authority to manage these accordingly;

- f) establish committees, appoint members of committees, and determine the duties and functions to any committee; and
- g) appoint or employ such persons as it deems necessary to carry out the work of Ski Nova Scotia, including an Executive Director, and determine his/her duties, responsibilities and remuneration.

4.23 Managing the Affairs of Ski Nova Scotia. The Board may make and approve policies, procedures, and manage the affairs of Ski Nova Scotia in accordance with the Act and these By-laws.

4.24 Employment of Persons. The Board may employ or engage under contract such persons as it deems necessary to carry out the work of Ski Nova Scotia.

4.25 Borrowing Powers. The Board may borrow up to \$25,000 as approved by Ordinary Resolution of the Board of Directors.

ARTICLE V OFFICERS AND EXECUTIVE COMMITTEE

Appointment of Officers

5.1 Appointment. The Board shall appoint Officers of Ski Nova Scotia, each for a term of 2 years, and appoint the Executive Director on the terms hereinafter set forth, and specify their respective duties. The Board may delegate to the Executive Director the power to manage the affairs of Ski Nova Scotia and appoint any other officers of Ski Nova Scotia ("**Other Officers**"). A Director may be appointed to any office of Ski Nova Scotia.

5.2 Duties. Unless otherwise specified by the Board, the Officers of Ski Nova Scotia set forth below shall have the following duties and powers associated with their positions:

- a) **President** – The President of the Board shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify, including without limitation, responsibility for the evaluation and setting of the compensation of the Executive Director, with input from the Board.
- b) **Vice-President** - The Vice-President of the Board shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members. The Vice-President shall have such other duties and powers as the Board may specify.
- c) **Treasurer** – The Treasurer shall be a Director, and shall supervise the procedures of Ski Nova Scotia to ensure that full and accurate books of account are kept, all receipts and disbursements, money, funds, and securities are recorded and controlled.
- d) **Secretary** – The Secretary will attend all meetings of the Members, Board and Executive and cause to be drafted minutes of all meetings, provide notices to Directors and Members when so instructed, be the custodian of the corporate records and corporate seal of Ski Nova Scotia, and perform such other duties as may from time to time be delegated to the Secretary by the Board.

e) **Executive Director** – The Executive Director shall be the chief executive officer of Ski Nova Scotia and shall be responsible for implementing the strategic plans and policies of Ski Nova Scotia. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of Ski Nova Scotia.

5.2 Removal. An Officer may be removed by Ordinary Resolution of the Board in a meeting of the Board or by Ordinary Resolution of the voting Members in a meeting of the Members, provided the Officer has been given fourteen (14) days' notice and the opportunity to be present and to be heard at the meeting where the Ordinary Resolution is put to a vote.

Executive Committee

5.3 Executive Committee. The Executive Committee will be comprised of the Officers.

5.4 Authority. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these By-laws or may be prescribed from time to time by the Board.

5.5 Executive Director. The Executive Director may attend meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but is not authorized to vote thereat on any matters in their capacity as Executive Director.

5.6 Call of Meeting. Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee members.

5.7 Notice. Written notice, served other than by mail, of Executive Committee meetings will be given to all Executive Committee members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.

5.8 Number of Meetings. The Executive Committee will hold at least two (2) meetings per year.

5.9 Quorum. A quorum of the Executive Committee will consist of three (3) of the Executive Committee's voting members.

5.10 Voting. Each Executive Committee member is entitled to one vote except the Executive Director who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is entitled to a second vote in the event of a tie.

5.11 No Proxies. Executive Committee members are not entitled to vote via proxy.

5.12 Closed Meetings. Meetings of the Executive Committee will be closed to Members and the public unless the Board determines otherwise.

Other Committees

- 5.13 Appointment of Committees.** The Board may appoint such committees as it deems necessary for managing the affairs of Ski Nova Scotia and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these the Act or these By-laws.
- 5.14 Quorum.** A quorum for any committee will be the majority of its voting members.
- 5.15 Vacancy.** When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's or Committee member's term.
- 5.16 President Ex-officio.** The President, or designate as appointed by the President, will be an *ex-officio* (non-voting) member of all Committees of Ski Nova Scotia.
- 5.17 Removal.** The Board may remove any member of any Committee.

Remuneration

- 5.18 No Remuneration.** With the exception of the Executive Director, all Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 5.19 Conflict of Interest.** A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with Ski Nova Scotia will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

- 6.1 Fiscal Year.** The fiscal year of Ski Nova Scotia will be May 1st to April 30th, or such other period as the Board may from time to time determine.
- 6.2 Bank.** The banking business of Ski Nova Scotia will be conducted at such financial institution as the Board may designate.
- 6.3 Auditors.** The Board may appoint an auditor or auditors to perform a review or audit of Ski Nova Scotia's finances as often as deemed necessary.
- 6.4 Books and Records.** The necessary books and records of Ski Nova Scotia required by these By-laws or by applicable law will be necessarily and properly kept in the office of Ski Nova Scotia at 5516 Spring Garden Road, Halifax, Nova Scotia, B3J 3G6, and may be inspected by the Members during regular business hours with prior reasonable notice.

- 6.5 Signing Authority.** All written agreements and financial transactions entered into in the name of Ski Nova Scotia will be signed by two of the following: President, Past President, Vice President, Treasurer, Secretary or Executive Director. The Board may authorize other persons to sign on behalf of Ski Nova Scotia.
- 6.6 Contracts.** Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of Ski Nova Scotia by any two of the following: President, Past President, Vice President, Secretary, Treasurer, Executive Director, or Past President, or otherwise as prescribed by resolution of the Board of Directors.
- 6.7 Property.** Ski Nova Scotia may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other real or personal property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.8 Borrowing.** Ski Nova Scotia may borrow over \$25,000 as approved by Special Resolution of the voting Members at an Annual General Meeting or Special Meeting.
- 6.9 Disbursement of Funds.** No Member or employee of Ski Nova Scotia will disburse any funds in their keeping belonging to Ski Nova Scotia unless authorized policies and procedures are adhered to.
- 6.10 Intellectual Property.** No person, entity or organization may use the name or any intellectual property of Ski Nova Scotia without the prior written authorization of the Board.

ARTICLE VII AMENDMENT OF BYLAWS

- 7.1 Voting.** These By-laws may only be amended, revised, repealed or added to by Special Resolution duly passed at an Annual General Meeting or Special Meeting. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.
- 7.2 Notice in Writing.** Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to the meeting at which such amendment is to be considered.

ARTICLE XIII NOTICE

- 8.1 Written Notice.** In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of Ski Nova Scotia, Director or Member, as the case may be.
- 8.2 Date of Notice.** Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

**ARTICLE IX
INDEMNIFICATION**

- 9.1 Will Indemnify.** Ski Nova Scotia will indemnify and hold harmless out of the funds of Ski Nova Scotia each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 9.2 Will Not Indemnify.** Ski Nova Scotia will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 9.3 Insurance.** Ski Nova Scotia will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.