

**SOO FINNISH NORDIC SKI CLUB INC.
BY-LAW NO. 1**

A by-law relating generally to the transaction of the affairs of the Soo Finnish Nordic Ski Club Inc., a corporation without share capital incorporated under the *Not-for-Profit Corporations Act, 2010* (Ontario Corporation Number 926964) and hereinafter called the "Corporation":

Definitions

In this by-law, unless the context otherwise requires:

- A. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- B. "Board" means the board of directors of the Corporation;
- C. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- D. "Chair" shall be the chair of the Board and President of the Corporation; "Vice-Chair" shall be the vice-chair of the Board and Vice-President of the Corporation;
- E. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- F. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- G. "Member" means a member of the Corporation;
- H. "Members" means the collective membership of the Corporation; and
- I. "Officer" means an officer of the Corporation, including,
 - a) the chair of the board of directors of the Corporation and a vice-chair of the board of directors of the Corporation,
 - b) the president, a vice-president, the secretary, an assistant secretary, the treasurer, an assistant treasurer and the general manager of the Corporation, and
 - c) any other individual who performs functions for the Corporation similar to those normally performed by an individual listed in clause a) or b).

A. Severability and Precedence

1. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the *Act*, the provisions contained in the *Act* shall prevail.

B. HEAD OFFICE

2. The Head office of the Corporation shall be within the City of Sault Ste. Marie at such a place as the Directors of the Corporation may decide.

C. MANDATE

3. The mandate of the Soo Finnish Nordic Ski Club Inc. is to promote cross-country skiing in the City of Sault Ste. Marie by operating and maintaining a Nordic ski trail system within the city limits. It is also to provide opportunities for all members of the community to learn to ski and to continue to enjoy skiing as a life-long activity through its various programs and activities.

D. MEMBERSHIP

Membership Criteria

4. Any person who has paid their membership fee, and whose membership is in good standing may be a Member.
5. An annual membership fee as fixed by a vote of the Board, which vote shall become effective only when confirmed by a vote of the Members at an Annual General or other Special meeting, is required of all Members; such fee to be due and payable not later than the date of the Annual General Meeting.
6. Failure by a Member to pay the annual membership fee when due results in termination of that Member's membership.

Disciplinary Act or Termination of Membership for Cause

7. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of a Member's membership for a Member's violation of any provision of the Corporation's Letters Patent or By-laws.
8. The notice shall set out the reasons for the disciplinary action or termination of a Member's membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of the Member's membership.

Transferability of Membership

9. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated.

Board Members

10. Each person on the Board of Directors shall be a Member in good standing of the Corporation.

Member Voting Rights

11. Each Member in good standing, 18 years of age or older (on the day of the vote), is entitled to vote for the election of Directors and on any other business at all Annual General Meetings. Members cannot vote by proxy in any election for the Directors or on any other business at any time at any Annual General or Special meeting.

Member Resignation

12. A Member may withdraw his/her membership by giving notice in writing to the Board.

Termination of Member's Rights

13. The rights of a Member cease to exist on termination of a Member's membership.

E. ANNUAL GENERAL AND OTHER SPECIAL MEETINGS

Annual General Meeting

14. On a day to be named by the Board, the Annual General Meeting of the Members shall be held not more than fifteen (15) months after the holding of the previous Annual General Meeting and no later than six (6) months after the end of each fiscal year.
15. The business transacted at the Annual General Meeting shall include:
 - a) receipt of the agenda;
 - b) receipt of the minutes of the previous Annual General and subsequent Special meetings;
 - c) consideration of the financial statements;
 - d) report of the auditor or person who has been appointed to conduct a review engagement;

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- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

Special Meetings

- 16. Special Meetings of the Members may be called by the Board. In addition, 10% or more of the Members (18 years of age or older) may send a request to the Board to call a Special Meeting of the Corporation. The request shall provide the reason for the meeting.
- 17. Where 10% or more of the Members wish to call a Special Meeting, the 10% figure will be based on the preceding season's total membership number. For example, if the total number of Members (18 years of age or older) during the 2020/21 season was 200, the support of 20 or more Members would be needed to request the Board to call a Special Meeting during the 2021/22 season.
- 18. Where 10% or more of the Members (18 years of age or older) request a Special Meeting the Board shall hold the Special Meeting within 21 days after receiving the request unless the *Act* provides otherwise.

Notice of Annual General or Special Meetings

- 19. Notice of the time and place for holding of an Annual General or Special Meeting shall be given by sending it to each Member, either by email or by pre-paid ordinary mail or via a virtual calendar/website made available to all Members no later than 10 days before the date of the meeting.
- 20. Every notice of an Annual General or Special Meeting shall state the nature of the business of the meeting.
- 21. Annual General or Special meetings held in person shall be held within the boundaries of the City of Sault Ste. Marie.

Meeting by Electronic Means, Permissible

- 22. An Annual General or Special meeting may be held by telephonic or electronic means and a Member who, through those means, votes at or attends the meeting is deemed to be present in person at the meeting.

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Quorum

23. Subject to any interim provision in the by-laws, a quorum for the transaction of business at any Annual General or Special meeting shall be five (5) Members.
24. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
25. If a quorum is not present at the opening of a meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

Voting

26. Every Member in good standing, 18 years of age or older (on the day of the vote), is entitled to one (1) vote at any Annual General or Special meeting.
27. Voting at a meeting of the Members shall be by show of hands unless a ballot is demanded by a Member entitled to vote at the meeting.
28. A Member may demand a ballot either before or after any vote by show of hands.
29. Unless a ballot is demanded, an entry in the minutes of the meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Conduct of the Meeting

30. The Chair shall be the chair of Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.
31. The rules of procedure at any Annual General or Special meeting shall include one person dedicated to running the meeting, a published agenda and minutes being recorded. Every Member present will have the opportunity to hear and to be heard.

F. BOARD OF DIRECTORS

32. The affairs of the Corporation shall be governed by the Board, consisting of eleven (11) Members each having one (1) vote.
33. Directors shall be elected by a majority of the Members present at the Annual General Meeting.

Qualifications of Directors

34. The qualifications for a Director shall be that he/she:
- a) is a person who is an individual;
 - b) is a Member in good standing;
 - c) is at least eighteen (18) years of age;
 - d) is not a person whose interests are opposed or potentially opposed to the interests and mandate of the Corporation;
 - e) is not a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - f) is not a person who has been found to be incapable by any court in Canada or elsewhere; and
 - g) is not a person who has the status of bankrupt.

Duties of Directors

35. The affairs of the Corporation shall be managed by the Board, who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner.
36. Every Director in exercising his/her powers and discharging his/her duties to the corporation shall,
- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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37. Every Director shall comply with,

(a) the *Act* and its regulations; and

(b) the Corporation's Letters Patent and by-laws circumstances.

38. No provision in a contract, the Letters Patent, the by-laws or a resolution relieves a Director from the duty to act in accordance with the *Act* or its regulations or relieves him/her from liability for a breach of the *Act* or its regulations.

Terms of Directors

39. Subject to any interim provisions in the by-laws, Directors shall serve for a term of two (2) years.

40. A Director's term of office shall be from the date of the meeting at which they are elected or appointed.

41. Persons who are Directors shall be eligible for re-election or re-appointment for up to six (6) consecutive terms of two (2) years each. Any Director who has served six (6) consecutive terms is again eligible for re-election or appointment to the Board on or after the first anniversary of the date such person ceased to be a Director. No more than ½ of the Board shall serve as a Director for longer than twelve (12) years total.

42. The office of a Director shall be vacated immediately:

a) if the Director dies or becomes bankrupt;

b) if by notice in writing to the Board he/she resigns his/her office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;

c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or

d) if at any Annual General or Special meeting a two-thirds (2/3) majority of the Members present decide that he/she shall be removed from office.

43. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed.

Suspension and Removal of Board Members

44. The Board shall have the power to suspend and to remove permanently any Director who:

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- a) misses three (3) consecutive Board meetings without giving prior notice thereof and an explanation acceptable to the Board as determined by the Board; or
- b) misses one third of the total number of Board meetings in a twelve- (12-) month period without giving prior notice thereof and an explanation acceptable to the Board as determined by the Board; or
- c) is alleged to have committed acts of gross misconduct, malfeasance, conduct unbecoming a Board member, or actions contrary to the best interests of the Corporation; or
- d) acts contrary to Nordiq Canada's *Code of Conduct and Ethics Policy*.

45. The removal procedure will be as follows:

- a) If a problem exists regarding a Director, the Chair or Vice-Chair will promptly contact the Director to discuss the problem.
- b) The Director's response will be shared by the Chair or Vice-Chair with the entire Board at the next Board meeting.
- c) In that meeting, which will be held in camera, the Board will decide what actions to take regarding the Director's future membership on the Board.
- d) If the Board decides to consider suspending the Director's membership on the Board and request his or her resignation, this matter will be decided by a majority vote of Directors (other than the Director in question) present and voting on the matter.
- e) If the Board decides to suspend the Director's membership on the Board, the Chair or Vice-Chair will notify the Director of the Board's decision to suspend his or her membership on the Board.
- f) The Chair or Vice-Chair will request a letter of resignation from the suspended Director to be received within the next two weeks.
- g) The Board will vote regarding acceptance of the Director's resignation at the next Board meeting.
- h) Should the suspended Director fail to submit a letter of resignation within the two- (2-) week period, the question of whether or not the Director's membership should be terminated will be decided by a majority vote of Directors (other than the Director in question) present and voting on the matter at the first meeting after the meeting that decided that the Director's resignation should be requested. The suspended Director is entitled to attend and be heard at this meeting, but shall not take part in any vote.
- i) Passwords on common/shared drives will be changed.

Board Vacancies

46. If any Board vacancies occur for any reason prior to an Annual General Meeting, the Directors may, by resolution, fill the vacancy with any person who could qualify as a Director at an Annual General Meeting. The selected individual shall hold office (subject to the aforementioned provisions) for the balance of the unexpired term of the vacating Director.
47. The total number of Directors appointed to fill vacancies may not exceed one-third of the number of Directors.

No Remuneration

48. Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

G. MEETINGS OF DIRECTORS

49. The Board shall meet at the call of the Chair or any two Directors.
50. In the event that the Chair of the meeting is absent, the Vice-President is absent and there is no Treasurer or Secretary present, the persons who are present shall choose another Director as Chair of the meeting.
51. The Chair shall preside over every meeting of the Board.
52. The Board may conduct its meetings in person or through electronic means including telephone conferencing and video conferencing. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the *Act* to be present at the meeting.
53. A simple majority of the Directors of the Board shall constitute a quorum.
54. In determining whether a quorum exists at any time during a meeting of the Board, any person who is not entitled to vote on a matter due to conflict of interest, shall be deemed to be absent for that part of the meeting.
55. Each Director has one vote.
56. Questions shall be decided by a simple majority of votes.

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57. The Chair is a non-voting member, except in the case of a tie vote, where the Chair shall have the deciding vote.
58. The Directors may exercise all powers of the Corporation that are not required by the *Act* or the by-laws to be exercised by the Members at Annual General or Special meetings. Directors shall, furthermore, have power to authorize expenditures on behalf of the Corporation and may delegate, by resolution, to an officer or officers of the Corporation, the right to employ and pay salaries to employees of the Corporation. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

H. OFFICERS, DUTIES OF OFFICERS

59. The Officers of the Corporation shall be the Chair, Vice-Chair, Treasurer, Secretary and any other such Officer as the Board of Directors may determine.
60. The Officers of the Corporation shall be elected by the Directors at the first meeting of the Board following each Annual General Meeting and the Board may remove any such Officer.
61. The Board may appoint such agents and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
62. The Officers of the Corporation shall hold office for two (2) years or until their successors are appointed in their stead.

Duties of the Chair

63. The Chair shall govern the Corporation to ensure that all orders and resolutions of the Board are carried into effect.
64. The Chair is an ex-officio member of all committees of the Board.
65. The Chair shall perform his/her duties in accordance with the Board-approved position description which includes that the Chair:
 - a) shall ensure the preparation and submission of a statement and report of the preceding year, for approval, to the Members at the Annual General Meeting;
and

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- b) is responsible for the external relations of the Corporation, subject to the approval of the Board of Directors.

Duties of the Vice-Chair

- 66. In the absence or disability of the Chair, the Vice-Chair shall exercise the powers of the Chair and shall perform such other duties as shall be imposed upon himself/herself by the Board.
- 67. Should both the Chair and the Vice-Chair be absent, or unable to act, the performance of their powers and duties shall be delegated to a Chair appointed by the Board.

Duties of the Secretary

- 68. The Secretary shall attend all Annual General Meetings and all meetings of Members and shall issue such correspondence as directed by those meetings.
- 69. The Secretary shall keep a record of all facts, motions and minutes of all proceedings.
- 70. The Secretary shall ensure notice is given of all Annual General and Special Meetings and meetings of the Board.
- 71. The Secretary shall ensure an accurate list of all Members is maintained.
- 72. The Secretary shall keep the by-laws current by recording all amendments and additions.
- 73. The Secretary shall perform such other duties as may be prescribed by the Board or Chair, under whose supervision he/she shall be.

Duties of the Treasurer

- 74. The Treasurer shall be a signing officer for the Corporation.
- 75. The Treasurer is responsible and accountable to the Board of Directors and shall perform such functions as are from time to time required by the Board through a by-law, motion or otherwise. The Treasurer is responsible to prepare annual budgets and monthly status reports. The Treasurer shall also ensure that the Board provides oversight to monthly and annual financial reports.

I. EXECUTIVE COMMITTEE

76. The Executive Committee shall consist of Directors filling the roles of the Chair, Vice-Chairs, Secretary, and Treasurer.
77. Three (3) Directors of the Executive Committee shall constitute a quorum.
78. The Executive Committee shall function under the authority of the Board; perform any duties and functions as delegated by the Board, and forward to the Board for consideration, any recommendations made by the Executive Committee to the next meeting of the Board.
79. The Executive Committee is responsible to oversee the operation of any subsidiary entities.

J. PROTECTION OF DIRECTORS INDEMNIFICATION

80. No Director or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
1. complied with the *Act* and the Corporation's articles and By-laws; and
 2. exercised their powers and discharged their duties in accordance with the *Act*.

K. DIRECTORS' RELIANCE

81. Directors may rely in good faith upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.
82. A Director shall declare a Conflict of Interest under circumstances of holding office or profit in any organization in which they are directly or indirectly interested in dealing with or contracting as a vendor, purchaser or any arrangement. No Director shall be disqualified from holding his or her Director position for these reasons. No contract or arrangement entered into by or on behalf of the Corporation in which

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any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Corporation or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. The Director will recuse themselves from a vote on any resolution to approve such contract.

L. SIGNATURE AND CERTIFICATION OF DOCUMENTS

83. Contracts, documents or other instruments in writing require a signature of the Corporation and shall be signed by any two (2) of the Chair, Vice-Chair, Treasurer, or Secretary, where authorized by resolution of the Board to do so.
84. The Board has the power to appoint an Officer or Officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or just sign specific contracts, documents, or instruments in writing.
85. The terms “contracts, documents, or any instruments in writing,” as used herein shall include deeds, mortgages, charges, conveyances, transfers, and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.
86. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

M. RULES AND REGULATIONS

87. The Board may prescribe such rules and regulations, not inconsistent with these by-laws, relating to the operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of members where they shall be confirmed.
88. In default of such confirmation of said rules and regulations at such Annual General Meeting they shall at all times and from that time forward cease to have effect.

N. RESOLUTIONS AND AMENDMENTS

89. The by-laws of the Corporation may be amended at any Annual General or Special meeting of Members of the Corporation by a resolution adopted by a two-thirds (2/3) majority vote of the Members of the Corporation present and voting at an Annual or General or Special meeting.

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90. Notice to amend any by-laws or introduce a new by-law shall be given in writing at the time of an Annual General or Special meeting of Members of the Corporation.
91. Any other resolution shall be deemed passed if a simple majority of the Members of the Corporation present vote in favour of such resolution.

O. BOOKS AND RECORDS

92. The books and records of the Corporation shall be open to inspection by Members at all reasonable times, upon reasonable notice, and at the head office of the Corporation.
93. All financial instruments owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

Financial Year

94. The financial year of the Corporation shall terminate on the 30th day of April in each year or on such other dates as the Directors may from time to time by resolution determine.

P. NOTICES

Service

95. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

Error or Omission in Giving Notice

96. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the

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Corporation has provided notice in accordance with the By-laws or any error in 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.

By-Law No. 1, as APPROVED by the Members of the Corporation on this 5th day of June, 2024 at Sault Ste. Marie, Ontario. This By-Law No.1 amends and replaces By-Law No. 1 dated June 2nd, 2021.

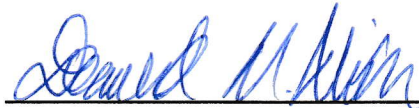
Signature:



Name: Amy Wheeler Reich

Position: President, Soo Finnish Nordic Ski Club Inc.

Signature:



Name: Don Nixon

Position: Secretary, SFNSC I