



By-Law One

A By-Law relating generally to the conduct of the affairs and the transaction of the business of the Freestyle Skiing Ontario. Be it enacted and it is hereby enacted as a By-law of Freestyle Skiing (hereinafter called “FSO” as follows:

ARTICLE 1

Name 1.01 The corporation shall be known as Freestyle Skiing Ontario

ARTICLE 2

Purposes & Objectives 2.01 The purposes and objectives of FSO are:

- a. To be the collective voice and to provide leadership, advocacy and counsel for the enhancement of freestyle skiing in Ontario.
- b. To perpetuate the co-ordinated development of freestyle skiing in the Province of Ontario.
- c. To encourage the formulation of short and long range plans, and objectives to develop and extend freestyle skiing the Province of Ontario.
- d. To administer government and non-government funds allocated to freestyle skiing through the Ontario Ski Council per terms and conditions of granting source.
- e. To offer services for individual members, member clubs, and member regions requiring same and establishing fair and just fees charged to service users.
- f. To encourage media support for its efforts and the efforts of its member clubs, and regions.
- g. To encourage the business community to support freestyle skiing by involving itself in the business of skiing and sponsoring with monies and or services in kind, the efforts of its members.
- h. To encourage the populace of Ontario to support the development of freestyle skiing and the efforts of its member clubs.
- i. To demonstrate and encourage respect for the environment.
- j. To encourage the promotion of safe skiing, injury prevention, and the implementation and maintenance of progressive risk management.

ARTICLE 3

Membership 3.01 FSO shall have two categories of membership:

- a. Active voting membership
- b. Associate non-voting membership

3.02 Active Membership :

- a. Open to regional non-profit freestyle ski groups/ associations which have members, a specific involvement in freestyle skiing, and are mandated to be responsible for regional scope, planning and team operation.
- b. Each active member organization shall have one vote.

3.03 Associate Membership :

- a. Any organization, group, agency, business or non-profit organization which is supportive of the objects of the Corporation and acceptable to the voting membership is eligible for associate membership.
- b. Shall enjoy all rights, privileges and responsibilities of membership save and except the right to vote.



ARTICLE 4

- Application For Membership**
- 4.01** Application for membership shall be made in writing to the secretary of the corporation who shall forward it to the Chairperson of the Membership Committee for committee consideration and recommendation to the Board of Directors.
- 4.02** Each application for membership shall be accompanied by such documents and statements as may be required from time to time by the Board of Directors.
- 4.03** The Board of Directors of the Corporation shall examine the report of the Membership Committee and the recommendations contained therein and shall either accept or deny the application.
- 4.04** If the Board of Directors accepts the application, the new member shall be entitled to all the rights, privileges and responsibilities of the membership in the corporation.
- 4.05** Once an application has been accepted, notice of the acceptance shall be given to all members of the Corporation.
- Withdrawal from Membership**
- 4.06** Members may withdraw from membership in the Corporation by filing notice in writing with the Secretary.
- 4.07** Members which have withdrawn from the Corporation shall remain liable for payment of any assessment, dues or any other sums levied by the Corporation prior to the withdrawal from membership.
- 4.08** Members from the Corporation shall adhere to and be governed by the constitution and By-laws of the Corporation.
- Suspension of Membership**
- 4.09** The Board of Directors may by resolution suspend a member of the Corporation if:
- a.** Such member ceases to comply with the Constitution and By-laws of the Corporation or
 - b.** Such member shall be dissolved or wound up;
- PROVIDED THAT no member shall be suspended unless and until it has been notified of the charge or complaint against it and its representatives have been given an opportunity to be heard by the Board of Directors at a meeting called for that purpose.
- 4.10** In the event that a member of the Corporation is suspended by the Board of Directors as aforesaid all members of the Corporation shall be notified of the suspension by mail forthwith.
- 4.11** At the next meeting of the members of the Corporation the question of the suspension of a member shall be placed on the Agenda and the members of the Corporation shall determine whether the suspension shall be lifted by ordinary resolution or whether the suspended member shall be expelled from the Corporation and have its membership terminated.



- Expulsion from Membership** 4.12 A members may be expelled by resolution of members at a meeting of the Corporation, PROVIDED THAT,
- a. Written notice of the proposal to expel 30 days before the meeting has been given.
 - b. The members' resolution is approved by at least 75% of those members present and entitled to vote.

ARTICLE 5

- Membership Fees and Dues** 5.01 Membership fees shall be set from time to time by the Board of Directors of the Corporation.
- 5.02 Annual fees shall be due and payable in full on or before the commencement of each fiscal year for the ensuing year.
- 5.03 Members who have not yet paid their dues shall not be entitled to vote at any meeting of the Corporation and shall not be entitled to any of the benefits of membership in the Corporation.

ARTICLE 6

- Membership Representation at Meetings of the Corporation** 6.01 Each member shall appoint one representative to each General Meeting of the Corporation. Such representative may only represent one member at such meeting.
- 6.02 Each member shall notify the Secretary of the Corporation of the name and address of its representative prior to the Annual General Meeting.
- 6.03 The representative of each member to meetings of the Corporation shall if deemed necessary present his/her credentials from the member organization in order to gain admission and vote at each meeting of the Corporation.

ARTICLE 7

- Observers at Meeting of the Corporation** 7.01 The Board of Directors may invite observers to the Annual General Meeting as it deems necessary.

ARTICLE 8

- Meeting of Members** 8.01 Meetings of the Corporation shall be held at such times and places to be determined by the Board of Directors.
- General Meetings of the Corporation** 8.02 The Annual General Meeting of the Corporation shall be held in June of each year or at such other date each year as the Board of Directors may determine.



**Meeting
Agenda**

- 8.03** The agenda for Annual General Meeting should include the following in addition to any other business that may be transacted:
- a. Roll call of members.
 - b. Minutes of the previous Annual General Meeting.
 - c. Report of the Chairperson of the Board of Directors.
 - d. Report of the Treasure on financial statements and report of the auditors.
 - e. Report of the Standing and Ad Hoc Board appointed committees.
 - f. Ratification of the actions and decisions of the Board.
 - g. Authorization of appointment of Auditors.
 - h. Election of Directors.
 - i. Any other business.

**Notice of
Meetings**

- 8.04** 30 days' notice of meetings of the Corporation shall be given in writing stating the day, hour and place of the meeting, and the general nature of the business to be transacted.
- a. The written notice shall be served by sending such notice to each member entitled to notice of such meeting and in the case of an Annual Meeting to the auditor of the FSO through the post, postage prepaid directed to such address of such member and the auditor as appears in the books of the FSO or, if no address is given therein, then to the last address of each such member or auditor known to the secretary.
 - b. Provided always that a meeting of members may be held for any purpose at any date and time and in any place without notice at the meeting or if all the absent members shall signify their assent in writing to such meetings being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by a member or by auditor of the FSO.

**Special General
Meetings of the
Corporation**

- 8.05** A special meeting of the members may be called by:
- a. The Board of Directors or
 - b. By the written request of at least 50% of the active-voting membership of the corporation, such a request must be signed by an authorized representative of each active member requisitioning the meeting and the request must be delivered to the Secretary of the Corporation together with a description of business reason for the meeting.

ARTICLE 9

**Quorum for
General
Meeting**

- 9.01** 51% authorized representatives of the active members shall constitute a quorum of any meeting of the members.

ARTICLE 10

**Credentials of
Committee**

- 10.01** The Board of Directors shall appoint a Credentials Committee prior to all Annual Meetings of the Corporation.
- 10.02** The Credentials Committee shall be composed of at least two persons who shall be responsible for configuration of voting rights at all meetings.



ARTICLE 11

Voting of Members of the Corporation

- 11.01** Each active member shall be entitled to one vote on each question arising at any annual meetings of the Corporation.
- 11.02** Directors may not vote at Meetings of the members of the Corporation, unless appointed as the duly authorized voting representative of a member (see 6.01).
- 11.03** Every question shall be decided in the first instance by a show of hands unless a secret poll is demanded by any member.
- 11.04** At all meetings of member every question shall be decided by 75% majority of votes cast of the members present.
- 11.05** Upon a show of voting ballots the Chairperson may declare that a resolution has been carried or not carried. An entry of that declaration shall be admissible in evident as prima facie proof of the fact and proof of the number of proportion of the voted accorded in favour of or against such resolution.
- 11.06** In a secret poll be demanded and not withdraw, the question shall be decided by a 75% majority of voted cast by the members present in person and such poll shall be taken in such manner as the Chairperson shall direct and the result of such secret poll shall be deemed as the decision of the Corporation upon the matter in question.

ARTICLE 12

Proxies

- 12.01** A member shall not vote by written proxy, but only through the personal attendance of its appointed representative (see 6.01).

ARTICLE 13

Fiscal Year

- 13.01** The fiscal year shall by from June 1 to May 31 inclusive or such other date as the Board of Directors shall by resolution determine.

ARTICLE 14

Rules of Order

- 14.01** On any procedural matter not dealt with in this Constitution the Chairperson shall refer to and be guided by provisions of the latest revised edition of Robert's Rules of Order.

ARTICLE 15

The Board of Directors

- 15.01** The affairs of the Council shall be managed by a Board of Directors.
- 15.02** The number of persons serving on the Board of Directors shall be increased or decreased so that each Active Member Organization is represented on the Board of Directors by one director at all times.
- 15.03** In addition to 15.02 above the immediate past chairman shall sit as a member on the Board of Directors in an ex-officio non-voting capacity.
- 15.04** The members may increase the Board by the election of a minimum of 4 directors at large.
- 15.05** The Composition of the members at large should be reflective of the respective regional membership numbers.



- 15.06** The Board of Directors shall have the general management of all affairs, funds, records and property of the Corporation. It may act in all matters of policy until the next election and may exercise all powers of the Corporation as are required to be exercised by the members in general.
- 15.07** The Board of Directors may employ persons from time to time and establish the conditions of their employment, remuneration and termination.
- 15.08** The Directors shall be elected at the Annual General Meeting of members, and each director shall be eligible to re-election provided his/her name is put forward by an active voting member organization (see 15.02).
- 15.09** The office of a director shall ipso facto be vacated if:
 - a. By notice in writing to the Secretary of the Council the director resigns his or her office.
 - b. A resolution is passed by 75% of the voted cast at a meeting of the Board of Directors of which notice specifying the intention to pass such resolution has been given requiring the removal of a director before the expiration of such director's term of office.
- 15.10** If a vacancy should occur in the Board of Directors for any reason the directors may, by a resolution, fill the vacancy with a person whose name has been put forward by an active member organization.

ARTICLE 16

Nominating for the Board of Directors

- 16.01** A resident of Ontario over the age of majority shall be eligible for nomination to the Board of Directors.
- 16.02** Each active member organization is required to nominate one candidate for election to the Board of Directors of the Corporation.
- 16.03** Additional directors at large may be nominated subject to 15.05 preceding.

ARTICLE 17

Meetings of the Board of Directors

- 17.01** Meetings of the Board of Directors shall be held at times and places to be determined by the Board of Directors. The Board may meet by conference call.
- 17.02** A meeting of the Directors may be convened by the direction of the Chairman or any four directors.

Notice of the Board of Directors

- 17.03** Notice of the Board of Directors meetings shall be delivered or mailed to each director not less than 30 days before the meeting is to take place. Provided always that meetings of the Board of Directors may be held at any time without notice if all directors are present, or those absent waive notice or signify their consent to the meeting being held in their absence.

Quorum of Directors

- 17.04** A majority of the directors eligible to vote shall form a quorum for the transaction of business.

Voting at Board of Directors Meetings.

- 17.05** Each director shall have one vote on each question to be decided at a meeting of the Board of Directors, but shall not vote at general meetings at the Corporation unless designated by a member as that member's voting representative.



- 17.06** Questions arising at any meeting of the Board of Directors shall be decided by 75% majority of votes cast. Motions that significantly impact on FSO finances or fundamental objectives also require the approval of at least two of the “Members” to pass.
- 17.07** The past chairman as an ex-officio non-elected member of the Board of Directors does not have voting privileges.

Committees of the Board of Directors

- 17.08** The Board of Directors may by resolution delegate responsibilities to committees consisting of such person or persons as are deemed fit. Any committee so formed shall in the exercise of its powers conform to all regulations or limitations that may be imposed upon it by the Board. The Board may similarly withdraw such delegation.

ARTICLE 18

Remuneration of Directors

- 18.01** No Director shall receive remuneration for being a member of the Board but may receive recompense for expenses properly incurred by him/her in the performance of his/her duties provided said expenses are duly authorized by the Board of Directors.
- 18.02** Any Director shall be entitled to have his/her services retained by the Corporation and to receive compensation therefore provided that such Director shall have declared his/her conflict of interest and refrained from voting on any question respecting his/her services being retained by the Corporation. Any compensation to be paid to any Director retained by the Corporation pursuant to the provisions of this section 18.02 shall require the authorization and approval of a 75% majority of the Board of Directors.

ARTICLE 19

Indemnity of Directors & Officers

- 19.01** Every Officer of the Corporation, his/her heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

All costs, charges and expenses whatsoever which said Director or Officer 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, and

- a. All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs of the Corporation.
- b. Save those incurred by reasons of his/her own malfeasance or negligence.

ARTICLE 20

Officers

- 20.01** The officers of the Corporation shall be the Chairperson, the Vice-Chairperson, Secretary, Treasurer and such others as the Board of Directors may appoint from time to time.
- 20.02** The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected by the Board of Directors from amongst the members of the Board at the first meeting of the Board to be held immediately after the Annual General Meeting



Duties of Officers **20.03** Each officer elected/appointed by the Board of Directors will hold office until the first meeting of the Board following the next annual meeting of the members, save for the past Chairperson who as such shall hold office until the same ceases to be the immediate past Chairperson (see 15.08).

20.04 A member of the Board of Directors shall not hold the same office for more than three years in succession.

ARTICLE 21

Duties of the Chairperson **21.01** The Chairperson shall preside at all meetings of the Corporation and the Board of Directors. The Chairperson shall be an ex-officio member of all committees of the Corporation and shall perform all duties incident to the office and exercise such powers as may be assigned thereto by the Board of Directors.

Duties of the Vice-Chairperson **21.02** The Vice-Chairperson shall perform at the decision of the Board all the functions and duties of the Chairperson in the event of his or her absence, resignation, unwillingness or inability to perform any of his or her duties. The Vice-Chairperson shall chair the membership, and nomination committees, and shall have such other duties as may be determined by the Board. If the Vice-President is unable to act the Board of Directors may appoint another of its members to do so.

Duties of the Secretary **21.03** The Secretary shall

- a. Record or cause to be recorded all acts and minutes of all proceedings of meetings of the Board and the FSO in books for that purpose.
- b. Give notice of all meetings whenever directed to do so in accordance with this constitution.
- c. Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up when authorized by resolution of the Board of Directors to such person or persons as may be named in the resolution.
- d. Perform such other duties from time to time be determined by the Board of Directors.

Duties of the Treasurer **21.04** The Treasure shall:

- a. Cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in the proper books of accounts.
- b. Cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
- c. Cause to be disbursed the funds of the Corporation under the direction of the Board of Directors taking proper vouchers thereof.
- d. Cause to be rendered to the Board of Directors at the regular meetings thereof or whenever required of him/her an account of all possessions as Treasurer and of the financial position of the Corporation.
- e. Cause to be presented an annual audited statement to the Annual General Meeting of the members of the Corporation. By permission of the Board, a Review Engagement Report may be deemed appropriate.



- f. Cause to be prepared and submitted an annual budget to a meeting of the Board of Directors.
- g. To chair the finance and audit committees of the Corporation.

Duties of Other Officers **21.05** The duties of all other officers of the Corporation shall be determined by the Board of Directors from time to time

ARTICLE 22

Execution of Documents **22.01** The Chairperson together with the Secretary or such other Officers as appointed by the Board shall sign all By-Laws and membership certificates.

22.02 Any two Officers duly authorized by the Board of Directors of the Corporation shall execute all deeds, transfers, licenses, engagements on behalf of the Corporation and the Secretary shall affix the seal of the Corporation to such instruments as required.

22.03 Contracts, in the ordinary course of the Corporation's operations, may be executed on behalf of the Corporation by any Officer of the Corporation duly authorized by the Board of Directors.

22.04 Any two Officers of the Corporation or any two persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name is and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation and may affix the Corporation seal to any such transfer, acceptance of transfers and may make, execute and deliver under the Corporate seal any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

22.05 Notwithstanding any provisions to the contrary herein contained the Board of Directors may from time to time, by resolution, direct the manner in which particular instrument, contract or obligation of the Corporation may or shall be executed.

ARTICLE 23

Discretion **23.01** The Board of Directors may waive, extend or modify financial obligations due to the Corporation from any members.

ARTICLE 24

Provisions for Notice **24.01** Whenever under the provisions of the Constitution of the Corporation Notice is required to be given, such Notice may be given either personally or by e-mail or by fax or by the depositing same in a post office or public letter box in a prepaid, sealed envelope addressed to the Director, Officer or member at the address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letter box as aforesaid or if an e-mail shall be held to be sent when the same was transmitted or if by fax the date and time the fax was sent.



ARTICLE 25

Borrowing

25.01

The Board of Directors may from time to time:

- a. Borrow money on the credit of the Corporation, or
- b. Issue, sell or pledge securities of the Corporation, or
- c. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including books debts, rights, powers, franchise and undertakings to secure securities or any monies borrowed or other debt or any other obligations or liability of the Corporation.

From time to time the Directors may authorize any Directors, Officer or employee of the Corporation or any other person to make arrangements with references as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given thereof with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or made due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 26

Head Office

26.01

The head office of the Corporation shall be in the Municipality of Metropolitan Toronto or such other place in the Province of Ontario as may be determined from time to time by the Board of Directors.

ARTICLE 27

Banking

27.01

The banking business of the Corporation or any part thereof shall be transacted with such Canadian chartered bank or trust company with is a member of the Canadian Deposit Insurance Corporation or other firm or corporation whose deposits are similarly protected carrying on a banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on behalf of the Corporation by the Chairperson or Vice-Chairperson together with the Treasurer or such other person or persons as the Board of Directors may designate, direct or authorize from time to time by resolution.

27.02

All cheques, bills or exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officers or agents of the Corporation in such manner as shall from time to time to be determined by resolution of the Board of Directors and any two of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation to its bankers and endorse notes and cheques for deposit with the Corporation's rubber stamp for that purpose and any two of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between and Corporation and the Corporation's bankers and may receive all paid cheques, vouchers and sign all bank forms for settlement of balances and releases of verification slips.

ARTICLE 28

Seal

28.01

The seal, an impression of which is stamped in the margin, shall be the Corporate seal of the Corporation.



ARTICLE 29

- Interpretations**
- 29.01** In this Constitution words importing the singular number of the masculine gender shall include the plural number of the feminine gender as the case may be and vice versa and references to all persons shall include firms and corporations.
- 29.02** Any disputes as to interpretation shall be referred to the members at a General Meeting and their decision shall be final.

ARTICLE 30

- Enactment of New or Repeal or Amendment of Existing By-law**
- 30.01** Amendments to the Constitution, By-laws, Rules and regulations may be proposed by the Board of Directors or by members which shall file them in writing with the Secretary of the Corporation not less than sixty (60) day prior to the next General Meeting of the Corporation.
- 30.02** All proposed amendments shall be acted upon at the first meeting of the Corporation subsequent to the proper filing of them. A written notice of the proposed amendments shall be forwarded to all members of the Corporation at least (30) days in advance of such meeting.
- 30.03** The notice shall state the proposed amendments and the part of the Constitution, By-laws, Rules and Regulations proposed to be amended.
- 30.04** An affirmative vote of 75% of the members present and entitled to vote shall be necessary to adopt an amendment to the Constitution, By-laws, Rules and Regulations subject only to the requirements of statute law.
- 30.05** A new By-law or the repeal or amendment of the existing By-law not contrary to the Corporations Act or to the Letters Patent of the Council may be passed by the directors from time to time, but such By-law or repeal or amendment of an existing By-law shall not be effective unless and until confirmed by at least 75% of the votes cast at a meeting of members duly called for that purpose