SKI HAWKS OTTAWA INC.

BYLAWS

1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this bylaw:

- **“Act”** means the *Ontario Not-for-Profit Corporations Act, 2010* *(ONCA)* and the regulations made under it, as amended from time to time.
- **“Board”** means the Board of Directors of the Corporation.
- **“Corporation”** means Ski Hawks Ottawa Inc.
- **“Director”** means a member of the Board.
- **“Member”** means a Regular Member of the Corporation as defined in this bylaw.
- **“Officer”** means an individual appointed by the Board to serve as an officer of the Corporation.
- **“Junior Member”** means a Junior Member of the Corporation as defined in this bylaw.

1.2 Interpretation

Words importing the singular include the plural and vice versa. Words importing one gender include all genders. Terms not defined in this bylaw have the meaning given to them in the *Act*.

2. PURPOSES

The purpose of the Corporation are those set out in its Articles, including promoting and offering adaptive skiing and snowboarding for athletes who are visually impaired or blind within the Ottawa/Gatineau region.

3. MEMBERSHIP

3.1 Classes of Membership

The Corporation shall have **one class of legal members** under the *Act*:

- **Regular members** (voting)

The Corporation shall also recognize a non-member category:

- **Junior members** (non-voting, not members under the *Act*)

3.2 Regular members

Regular Membership is open to individuals aged 18 or older who support the purposes of the Corporation and whose membership is approved in accordance with Board policy.

Regular members:

- have the right to receive notice of, attend, and vote at meetings of Members;
- have one vote each;

3.3 Junior members

Junior members are individuals under the age of 18 who participate in the Corporation's activities.

Junior members:

- are **not** Members under the *Act*;
- have the right to receive notice of and attend Member meetings;
- do **not** vote at Member meetings;
- are subject to program policies established by the Board.

3.4 Membership term and renewal

Membership is annual and renewable in accordance with Board policy.

3.5 Resignation

A Member may resign by written notice to the Corporation. Resignation does not relieve the Member of obligations incurred prior to resignation.

3.6 Discipline and termination of membership

The Board may suspend or terminate the membership of any Member for conduct contrary to the Corporation's purposes, policies, or bylaws.

Before a decision is made:

- the Member shall receive **15 days' written notice** of the proposed discipline or termination and the reasons;
- the Member may respond orally or in writing within **15 days** of receiving notice;
- the Board shall consider the submissions before making a final decision.

The Board's decision is final.

3.7 Amendment

Pursuant to s. 197(1) (Fundamental Changes) of the *Act*, a special resolution of the members is required to make any amendment to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (e), (h), (l) or (m) of the *Act*.

4. MEETINGS OF MEMBERS

4.1 Annual General Meeting

The Corporation shall hold an Annual General Meeting of Members within the time required by the *Act*.

4.2 Special Meetings

Special meetings may be called by:

- the Board;
- the President; or
- Members holding at least **10%** of the voting rights, in accordance with the *Act*.

4.3 Notice

Members shall receive at least **10 days'** and not more than **50 days'** notice of any meeting of Members.

4.4 Quorum

Quorum for a meeting of Members is **10% of the Regular Members** or **5 Members**, whichever is greater.

4.5 Voting

Each Regular Member has one vote. Unless otherwise required by the *Act* or this bylaw, decisions are made by majority vote by members present at the meeting or represented by proxy.

4.5.1 Electronic Voting

The Board may establish policies permitting voting by electronic means, including real-time electronic voting during a meeting or advance electronic voting.

4.6 Electronic Meetings

Meetings of Members may be held entirely by electronic means or in a hybrid format, provided all participants can communicate adequately.

4.7 Proxies

Members may appoint a proxy holder who is also a Member. Proxies must comply with the *Act*.

4.8 Written Resolutions

A written resolution signed by **all** Members entitled to vote is valid as if passed at a meeting.

5. BOARD OF DIRECTORS

5.1 Powers

The Board manages and supervises the affairs of the Corporation.

5.2 Number of Directors

The Board shall consist of a minimum of **five (5)** Directors.

5.3 Qualifications

Directors must:

- be individuals at least 18 years old;
- not be bankrupt;
- not be incapable under the *Act*.

Directors need not be Members.

5.4 Election and Term

Directors are elected by the Members at the Annual General Meeting.

- Term length: **2 years**
- Maximum consecutive terms: **3 terms (6 years)**
- After serving three (3) consecutive terms in the same position, a Director must take a **one-year break** before re-election

5.5 Remuneration

Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; apart from reimbursement of expenses.

5.6 Resignation

Directors may resign their office by delivering a written resignation notice to the secretary of the Corporation.

5.7 Removal

Members may remove a Director by majority vote at a meeting of Members.

5.8 Vacancies

The Board may fill a vacancy for the remainder of the term until the next meeting of Members.

6. MEETINGS OF DIRECTORS

6.1 Annual Meeting

There shall be at least one (1) meeting per year of Directors.

6.2 Notice

Directors shall receive at least **48 hours'** notice of meetings unless all Directors waive notice.

6.3 Quorum

A majority of Directors constitutes a quorum.

6.4 Electronic Participation

Directors may participate electronically if all can communicate adequately.

6.5 Written Resolutions

A written resolution signed by all Directors is valid as if passed at a meeting.

6.6 Minutes

Minutes of Board meetings shall be available to Members upon request, except for in camera or confidential matters.

7. OFFICERS

7.1 Officers

The Board shall appoint the following Officers:

- President
- Technical Director
- Secretary
- Treasurer
- Any other Officers the Board determines

7.2 Election and Term

Officers are elected by the Board at the first Board meeting following the Annual General Meeting.

7.4 Removal

The Board may remove an Officer by resolution.

8. CONFLICT OF INTEREST

Directors and Officers shall disclose conflicts of interest in accordance with the *Act* and shall not vote on matters in which they have a conflict.

9. INDEMNIFICATION AND INSURANCE

The Corporation shall indemnify Directors and Officers to the fullest extent permitted by the *Act*, provided they acted honestly, in good faith, and in the best interests of the Corporation.

The Corporation may purchase liability insurance for Directors, Officers, employees, and volunteers.

10. FINANCIAL MATTERS

10.1 Fiscal Year

The fiscal year ends on April 30.

10.2 Banking

The Board shall designate signing authorities.

10.3 Audit or Review Engagement

The Members shall appoint a public accountant annually, unless waived in accordance with the Act.

10.4 Execution of Documents

Contracts, documents, or other instruments requiring the Corporation's signature shall be signed by any Officer and once signed are binding on the Corporation. The Board may, by resolution, authorize one or more Officers or other individuals to sign specific documents on behalf of the Corporation.

11. COMMITTEES

The Board may establish committees and define their terms of reference. Committees report to the Board.

13. POLICIES AND RULES

The Board may prescribe policies and rules relating to the management and operation of the Corporation, provided that such rules are consistent with the *Act*, the Articles, and these bylaws.

14. AMENDMENT OF BYLAWS

The Board may enact, amend, or repeal bylaws, subject to confirmation by the Members by ordinary resolution unless the *Act* requires a special resolution.

15. REPEAL OF PRIOR BYLAWS

All previous bylaws of the Corporation are repealed upon enactment of this bylaw.

ENACTED by the Board on: May 19, 2026

CONFIRMED by the Members on: June 22, 2026

President: ______________________

Secretary: ______________________