

# CROSS COUNTRY CANADA - SKI DE FOND CANADA

## BY-LAWS

Amended AGM June 11, 2011

### ARTICLE I - INTERPRETATION

#### 1. DEFINITIONS:

In these By-Laws, the following definitions shall apply:

- a) Corporation means Cross Country Canada.
- b) Cross Country Canada is an association of Provincial and Territorial Ski Organizations known as Divisions;
- c) Division means the legal organization which the Corporation recognizes in accordance with these By-Laws as governing the sport of cross-country skiing in each of the Provinces and Territories of Canada; in the context of the Corporation's Constitution and By-Laws, the primary responsibility of a Division is to represent the individual members of Cross Country Canada who belong to the Division at the Annual General Meeting and other meetings of the Corporation;
- d) Club means a group of individual CCC members who band together for a common purpose and is recognized as a voting member within a Division;
- e) Board means the Board of Directors of the Corporation;
- f) Director at Large means the Directors of the Corporation who are not Officers of the Corporation;
- g) General Meeting means the Annual General Meeting or a Special General Meeting of the Corporation, as provided by these By-Laws;
- h) Officer means the President, the Executive Director, the Treasurer and the Secretary of the Corporation;
- i) The Division Chairs Council means a council constituted of the chairperson of each Division, or their duly appointed representative - the President and Executive Director of Cross Country Canada are ex-officio members of the council;
- j) The CCC Athlete community means all of those athletes holding a current CCC racing licence.

#### 2. GENERAL

In these By-Laws and all other By-Laws and resolutions of the Corporation, the word person shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies, and other legal entities.

### ARTICLE II - BUSINESS OF THE CORPORATION

#### 3. HEAD OFFICE

The Head Office and legal address of the Corporation shall be in the Town of Canmore, in the Province of Alberta. The Board may establish such other offices as the affairs of the Corporation may require.

#### 4. CORPORATE SEAL

The seal, an impression whereof is imprinted adjacent hereto, shall be the corporate seal of the Corporation.

#### 5. FINANCIAL YEAR

The financial year of the Corporation shall be 01 April to 31 March of the following year.

#### 6. BANKING ARRANGEMENTS

The banking of the Corporation, or any part thereof, shall be transacted with such banks or trust companies, as the Board may determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as determined by resolution of the Board.

## **7. BORROWING POWERS**

For the purpose of carrying out the objects of the Corporation, the Board may borrow or raise or secure the payment of money in such a manner as it thinks fair and in particular by the issue of debentures, provided that the debentures shall not be issued without the sanction of a special resolution of the voting members of the Corporation.

## **8. CHEQUES, DRAFTS, AND NOTES**

All cheques, drafts or orders for the payment of money and all notes and acceptances of bills of exchange shall be signed by Officers or other persons prescribed by the Board and in the manner prescribed by the Board.

## **9. SHARES AND SECURITIES**

All the shares or other securities carrying voting rights of any other company or corporation held by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such person or persons as the Board shall determine.

## **10. AUDITOR**

The auditor of the Corporation shall be appointed each year at the Annual General Meeting. The auditor must have the necessary qualifications to perform an audit and be independent from the Corporation.

### **Responsibilities:**

- to express an opinion on the fairness with which the financial position is presented;
- to report results of operations and changes in financial position;
- to make suggestions as to the form and content of the financial statements;
- to comply with generally accepted auditing standards;
- to seek reasonable assurance that the financial statements taken as a whole are not materially misstated.

## **11. EXECUTION OF INSTRUMENTS**

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the Executive Director or Treasurer together with any other person authorized by the Board, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers, or any other person or persons, to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally, or specific contracts, documents and instruments in writing.

- a) The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
- b) The term contracts, documents and instruments in writing as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignment of shares, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the Executive Director or Treasurer together with any other person authorized by the Board are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned or registered in the name of the Corporation, and to sign and execute (under the corporate seal of the Corporation) all assignments, transfer, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

## **12. ENACTMENT, AMENDMENT, AND REPEAL OF BY-LAWS**

By-Laws of the Corporation may be enacted, and the By-Laws repealed or amended by a two-thirds majority of the voting members at a General Meeting, and provided that any amendment of By-Laws not enacted in Letters Patent or Supplementary Letters Patent shall not be endorsed or acted upon until the approval of the Minister has been obtained.

## **13. BOOKS AND RECORDS**

The Board shall ensure that all necessary books and records of the Corporation required by the By-Laws of the Corporation or any applicable statute or law are regularly and properly kept.

## **14. OFFICIAL LANGUAGES**

The official languages of the Corporation shall be English and French. In the event of a dispute between the French and English versions of written material, the initial version shall prevail.

# **ARTICLE III - MEMBERSHIP**

## **15. CLASSES OF MEMBERSHIP**

There shall be three categories of membership in the Corporation:

- a) *Voting Member* means a Division. Voting Members, provided they are in good standing, shall be entitled to receive notice of meetings of members and to vote subject to the provisions of the By-Laws or other Regulations of the Corporation. To remain in good standing, Voting Members shall pay an annual fee as prescribed by the Board. Voting Members are the only class of member which may vote at meetings of the Corporation.
- b) *Individual Membership* is automatically conferred on any individual who is a member in good standing of a cross-country ski club which is registered in a Division, or of a Division. An Individual Member does not have the right to vote at the meetings of the Corporation but:
  - i) may be present at the meetings of the Corporation;
  - ii) shall pay an annual fee, allocated to the Corporation through the Club and Division, as prescribed by the Board;
- c) *Supporting Membership* shall be given to any person, group, association or corporation wishing to contribute to the development of cross country skiing and who makes application to the Corporation and whose application is accepted. A Supporting Member of the Corporation does not have the right to vote at the meetings of the Corporation but:
  - i) may be represented at the meetings of the Corporation by one or more representatives;
  - ii) shall pay an annual fee as prescribed by the Board.

## **16. CONDITIONS OF MEMBERSHIP**

- a) All members of the Corporation shall be deemed to have undertaken to abide and be bound by the provisions of the By-Laws and the Constitution and Rules of the Corporation;
- b) A person under the age of eighteen (18) years may be admitted as a member of the Corporation but may not be appointed to any office therein, and shall be liable for the payment of any fees;

- c) A Division admitted to membership in the Corporation shall be represented by a person authorized on behalf of the said Division to exercise the rights and privileges of membership, including casting the Voting Member's vote. This person shall normally be the Chairperson of the Division. In the absence of the Chairperson, another member from the same Division may be appointed to exercise the rights and privileges of a Voting Member on his or her behalf.

## **17. MEMBERSHIP FEES**

- a) Divisions shall be invoiced an annual membership fee which shall be recommended by the Executive Director and shall become effective only when approved by the Board, and ratified by the Voting Members at the Annual General Meeting or a special meeting called for that purpose
- b) Divisions shall be deemed to be in good standing upon payment of the current annual membership fee.
- c) If a Division fails to pay the membership fee in full when due, or otherwise fails to abide by the provisions of the By-Laws of the Corporation, the Board may in its discretion and subject to such terms and conditions as it deems appropriate:
  - (i) suspend the voting or such other privileges of such member, or
  - (ii) impose such further or other penalty, including fines and expulsion, as the Board may determine.
- d) Memberships are not transferable.

## **18. TERMINATION OF MEMBERSHIP**

A membership in the Corporation automatically terminates:

- a) if a member resigns in writing to the head office of the Corporation;
- b) upon an individual or supporting member's death;
- c) if a member is expelled from the Corporation.

## **19. SUSPENSION AND EXPULSION**

The Board shall have the power, by a vote of two-thirds of those present, to expel or suspend any Voting or Supporting Member of the Corporation whose conduct shall be determined by the Board to be improper, unbecoming or likely to endanger the interest or reputation of the Corporation, or who commits a breach of the Constitution or By-Laws of the Corporation; provided however, that not less than seven (7) days notice of such meeting and of the intention to consider the matter shall be given to the member involved and the member shall be entitled to be present at such a meeting and to make representations.

A suspended or expelled member may appeal this decision in accordance with the procedures set out in the approved Dispute Resolution and Appeals Policy.

## **ARTICLE IV - MEETINGS OF THE MEMBERS**

### **20. COMPOSITION**

The Voting Members, each represented by a single delegate appointed by the Division to attend the meeting on its behalf, shall attend the Annual Meeting or any Special Meeting. This delegate shall normally be the Chairperson of the Division. In the absence of the Chairperson, another member may be appointed as the delegate, and may exercise the rights and privileges on behalf of the Voting Member. Any other member of the Corporation may also attend the meetings.

### **21. VOTING**

Except as otherwise specified in this By-Law, every question submitted to any meeting of members shall be decided by a majority vote of the Voting Members given on a show of hands, or by a poll vote or ballot when requested by any Voting Member present. At any meeting, unless a poll or ballot is demanded, a declaration by the Chairperson of the meeting that a resolution has been "carried" or "carried unanimously" or by a particular majority, or "lost" or "not

carried" by a particular majority, shall be conclusive evidence of the fact without proof of number or proportion of votes recorded in favour of or against the motion.

If at any meeting, a poll vote or ballot is demanded on the election of a President or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll vote or ballot is demanded on any other question, it shall be taken in such a manner and either at once or later in the meeting, or after a period of adjournment, as the President directs.

- i) A poll vote or ballot may be demanded either before or after any vote by show of hands by any person entitled to vote at a meeting;
- ii) The result of a poll vote or ballot shall be deemed to be the final resolution of the question at the meeting at which the poll vote or ballot was demanded.
- iii) A demand for a poll vote or ballot may be withdrawn.

Voting Members must be in good standing of the Corporation and motions or resolutions may only be presented at a meeting of members by accredited voting delegates.

A Voting Member may, by means of a written proxy, submitted no later than at meeting registration, appoint a proxy holder who is a Voting Member from another Division to attend and act at a specific meeting of members, in a manner and extent authorized by the proxy. A proxy holder may not hold more than one proxy.

## **22. ANNUAL MEETING**

The Annual General Meeting of the Corporation shall be held at such place as designated by majority decision of the Voting Members at the previous Annual General Meeting, normally on the first weekend in June.

The general business to be considered at such meetings shall include the appointment of auditors, presentation of annual audited financial statements, election of Board members, the amendment of by-laws, the report of the President and such other business, if any, as may properly come before the meeting.

## **23. SPECIAL MEETINGS**

Special meetings of the Corporation may be called by the President or by any four (4) Voting Members of the Corporation by delivering to the President or the Executive Director a written request to convene such a special meeting, signed by the President or by each of the four Voting Members and setting forth the purpose for which such a meeting is being called.

Upon receipt of such written request, the Executive Director shall send out such notices within five (5) working days of the request as shall be required to call a meeting of the members. Such notice must include the purpose and objectives, including sufficient information to allow the members to make a reasoned decision.

Special meetings shall be held at such place as designated by the Executive Director.

## **24. NOTICE OF MEETINGS**

Notice specifying the place, day and hour of each Annual or Special Meeting of members shall be delivered to the members at least thirty (30) days prior to the time fixed for the meeting. Any meeting so called may be held at any time and for any purpose, without notice, if all Voting Members are present or represented by proxy or have waived notice of the meeting before the meeting. Notice of proposed amendments to the By-Laws shall be provided to members at least thirty (30) days prior to the time fixed for the meeting to consider the amendments.

Any notice to be given to any member, director or auditor shall be served either personally or by sending it through the post prepaid or by facsimile transmission, or by email addressed to such member, director or auditor at his or her address as it appears in the books of the Corporation, or if no address is given, then to the last address known to the Corporation.

In addition, a copy of the notice of an Annual Meeting, Special Meetings or proposed By-Law changes shall be posted on the Cross Country Canada website at least thirty (30) days prior to the time fixed for the meeting.

The signature of any notice may be written, stamped, typewritten or printed, or partly written, stamped, typewritten or printed.

Each member entitled to receive notice shall be deemed to have received such notice if the notice is delivered as provided in the By-Laws to the Chairperson of each Division and any other persons that the Board or meeting of members shall from time to time determine by resolution.

No accident, error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceeding taken thereat.

## **25. QUORUM**

A quorum shall consist of no less than seven (7) Voting Members, present or represented by proxy at the meeting. Voting Members who have declared a conflict of interest but who are present or represented by proxy at the meeting shall be counted in determining the quorum.

## **26. POWERS**

The Voting Members in attendance at an annual or special meeting shall elect the members of the Board of Directors, appoint the auditors, accept the financial statements, amend these By-Laws or decide other questions as may properly come before them in accordance with these By-Laws.

## **27. CHAIRPERSON**

The President shall be the Chairperson of annual or special meetings of the members. In the absence of the President, the Voting Members present at any meeting of members shall choose, by majority vote, a replacement Chairperson from amongst the representatives of the Board present.

## **28. ADJOURNMENTS**

The Chairperson may, with the consent of any meeting, adjourn the same from time to time and to any time, 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 and no notice of such adjournment need be given to the members. Such adjournment may be made notwithstanding the lack of a quorum.

# **ARTICLE V - BOARD OF DIRECTORS**

## **29. COMPOSITION**

The Board shall be composed of:

- President
- Directors at Large (6)
- Chairperson of Division Chairs Council
- Athlete Director

## **30. NOMINATION FOR ELECTION**

Candidates for the Board may be nominated by a Nominating Committee of three to five (3-5) members in good standing appointed by the Division Chairs Council, or by a nomination in writing by any five (5) members in good standing of any member in good standing to any Board position.

A nominee for the Athlete Director position may be nominated by the CCC athlete community, through a formally conducted Athletes' meeting held at CCC National Championships.

Additional nominees for the Athlete Director position may be nominated by any five (5) members in good standing of the CCC athlete community.

Valid nominations will be posted to the CCC website as they are received.

Nominations close at midnight one month prior to the date of the Annual General Meeting, and the names and resumes of nominees will be forwarded to the Voting Members and posted on the website of the Corporation within seven (7) days of the close of nominations by the Nominating Committee.

### **31. SELECTION**

The President, Athlete Director and six (6) Directors at Large shall be elected by the Voting Members at the Annual General Meeting. Candidates whose nominations are unopposed shall be declared elected by acclamation. Where more than one nomination for a position is received, an election shall be conducted by means of ballot and the successful candidate will be determined by a simple majority. If there are more than two candidates for the position of President or Athlete Director, the candidate with the lowest number of votes will be eliminated from the ballot for that position and another vote will be held with the remaining candidates, until a candidate is elected. In voting for Directors at Large, the names of all candidates will be placed on the first ballot. Voters will mark the number of candidates to be elected. In the event of a tie for a Director at Large position, those with a clear majority will be declared elected and their names removed from the ballot. Successive ballots will be used until all positions have been filled.

Four members of the Board will be elected each year. The order of election will be President, followed by Athlete Director and Directors at Large, as appropriate for that year. An unsuccessful candidate for President or Athlete Director may stand for election as a Director at Large as though they had been nominated for that position.

A member may not be elected to the Board if that member is a Division Chairperson. If a member is elected to the Board and subsequently becomes a Division Chairperson, he or she must resign from the Board immediately. A member of an Operational Committee within the Corporation must resign from that Committee immediately upon election to the Board but may be re-appointed later in a liaison role by the President.

### **32. TERM OF OFFICE**

Members of the Board run for office and are elected for a two-year terms. Directors at Large and the Athlete Director may serve a maximum of 3 terms without a break of at least one year. A President may serve two consecutive, two-year terms in addition to any terms already served as a Director at Large or an Athlete Director.

In the first election under these by-laws, the President and the three Directors at Large with the most votes will serve for a two-year term plus the period to the next Annual General Meeting. The Athlete Director and the other three Directors at Large will serve for a one-year term plus the period to the next Annual General Meeting.

### **33. BOARD VACANCIES**

The office of any member of the Board, including the Athlete Director, shall be automatically vacated:

- a) if a member shall resign by delivering a written resignation to the Board or to the Board through the President or Executive Director;
- b) if a member becomes of unsound mind or is found to be mentally incompetent or is physically unable to carry out his or her duty;
- c) if a member makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any Act that may be in force for bankrupt or insolvent debtors;
- d) on death;

- e) is removed from office;
- f) if there are insufficient candidates for election at an Annual General Meeting.

If any vacancy shall occur for any of the above reasons, the remaining Board members may, by resolution, fill the vacancy with a person in good standing on the books of the Corporation if they see fit to do so, and any Director appointed or elected to fill such vacancy shall hold office for the unexpired term. Otherwise, such vacancy shall be filled at the next annual general meeting. In the case of the Athlete Director, such appointment shall be done in consultation with the Athlete Community. In the case of a Division Chairs Council Director, such appointment shall be done in consultation with the Division Chairs Council.

Where a member vacates office or is removed from office, the member who completes the term shall not be deemed to have completed a full term.

### **34. REMOVAL OF BOARD MEMBERS**

The Voting Members of the Corporation may, by resolution passed by at least two-thirds of the votes cast by those delegates entitled to participate in the election of the Board at an annual or special meeting of which notice specifying the intention to pass such a resolution has been given, remove any member of the Board from office before the expiration of his or her term of office on any of the following grounds:

- a) dereliction of duty;
- b) incompetence;
- c) behaviour or conduct inimical to the best interests of the Corporation.

In the case of the Athlete Director, removal may occur by resolution passed by at least two-thirds of the members of a formally conducted Athletes' meeting held at CCC National Championships.

The remaining members may elect any qualified person in his or her stead for the remainder of his or her term

### **35. MEETINGS**

Meetings of the Board shall be called by the President or any other three (3) Directors. Notice of such meeting shall be provided a minimum of fourteen (14) days in advance. Conditions of notice as determined for meetings of members shall apply. The Board may hold a meeting in person or by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

A quorum for the transaction of business of meetings of the Board shall be a majority of the members of the Board.

Questions arising at any meeting of the Board shall be decided by a majority of votes of those present. In the case of an equality of votes, the President shall have the deciding vote. Each member is authorized to exercise one (1) vote. Proxies are not accepted at a meeting of the Board. The members may be polled by registered mail, facsimile or electronic mail for a decision of any nature to determine a course of action or financial expenditure; for such action to be undertaken or such expenditure to be made, a resolution in writing signed by a majority of the members is required.

### **36. POWERS**

The Board shall determine the general policies and direction of the Corporation. The Board shall exercise all the powers that are conferred upon it by law or these By-Laws, including the approval of the budget of the Corporation and shall monitor the development and implementation of the operational policies of the Corporation. The Board may, from time to time, borrow funds and may pledge any assets allowed by law, in order to ensure payment of loans or other Corporation debts.

### **37. REMUNERATION OF MEMBERS OF THE BOARD**

Members of the Board shall not receive any stated remuneration for their services, but they shall be entitled to be reimbursed for their traveling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation.

### **38. QUALIFICATIONS**

A member of the Board must be an individual with power under law to contract who is at least 18 years of age and a member in good standing with the Corporation within 10 days of election as a member.

## **ARTICLE VI - OFFICERS**

### **39. OFFICERS**

The Officers of the Corporation shall be the President, the Executive Director, the Treasurer and the Secretary and such other Officers as the Board may determine from time to time. The Secretary and the Treasurer, and any additional Officer determined by the Board, may not be a Director of the Corporation.

The President is the senior elected volunteer of the Corporation and the Chairperson of the Board of the Corporation. The President also shall preside as Chairperson at all meetings of the Board and at Annual and Special Meetings of members. At the first meeting of the Board after each Annual General Meeting, the Board will name one of its members to act as President if the President is unable to perform his or her duties. The President shall act as the chairperson and the spokesperson for the Corporation and may delegate this function as required.

The Secretary shall be appointed by the President subject to ratification by the Board and shall hold office during the term of the appointing President. The Secretary shall attend to the giving and service of all notices of the Corporation and shall keep in safe custody the Corporate seal of the Corporation. He or she shall have charge of the corporate records of the Corporation including a register containing the names and addresses of members of the Corporation and the members of the Board, together with copies of all reports made by the Corporation and such other records and papers as the Board may direct. Further, the Secretary shall be responsible for the taking and reproducing of all Minutes for General Meetings and Directors meetings and for maintaining a Minute Book and further for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Corporation.

The Treasurer shall be appointed by the President subject to ratification by the Board and shall hold office during the term of the appointing President. The Treasurer shall have general charge of the finances of the Corporation. He or she shall deposit all money and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as designated by the Board, and shall render to the Board, whenever directed by the Board, a report of the financial condition of the Corporation and all transactions as Treasurer. As soon as possible after the close of each financial year, the Treasurer shall make and submit to the Board a financial report for such financial year. He or she shall have charge and custody of and be responsible for the keeping of the books of account required to be kept pursuant to the laws governing the Corporation.

The Board may appoint such officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

### **40. EXECUTIVE DIRECTOR**

The Executive Director is the chief employee of the Corporation and the chief executive officer of the Corporation, responsible to the Board for the management of the operations of the Corporation. The Executive Director is responsible for implementing the Strategic Plan and other policies developed by the Board, for developing and implementing operational policies and

procedures, and for managing the day-to-day operations of the Corporation through the staff and operational committees. The Executive Director will apprise the board of directors of all significant changes to operational policies and procedures.

The Executive Director will be appointed by the Board and will be accountable to the Board through the President.

#### **41. TREASURER AND SECRETARY VACANCIES**

The position of Treasurer or Secretary shall be automatically vacated:

- a) if that Officer resigns by delivering a written resignation to the Board through the President or Executive Director;
- b) if that Officer becomes of unsound mind or is found to be mentally incompetent or physically unable to carry out the duties of the position;
- c) on death; or,
- d) if that Officer is removed from office;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board may elect or appoint an officer to fill such vacancy for the remainder of the term of office.

#### **42. REMOVAL OF TREASURER AND SECRETARY**

The Board may, by resolution passed by at least two-thirds of the votes cast by those members present at a meeting of the Board, remove the Treasurer or Secretary from office before the expiration of his or her term of office and may select any qualified person in his stead for the remainder of his or her term on any of the following grounds:

- a) dereliction of duty;
- b) incompetence; or
- c) behaviour or conduct inimical to the best interests of the Corporation.

#### **43. POWERS**

All Officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as assigned to them by the Board.

#### **44. DELEGATION OF DUTIES**

In the absence or inability to act of the President or any officer of the Corporation, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

#### **45. REMUNERATION OF OFFICERS**

The Directors may fix the remuneration (if any) to be paid to the Treasurer or Secretary of the Corporation.

### **ARTICLE VII - COMMITTEES**

#### **46. CONSTITUTION OF COMMITTEES OF THE BOARD**

The Board shall constitute such committees or task forces of the Board as it deems necessary in carrying out the affairs of the Corporation, and shall prescribe their duties. A member of the Board shall chair each committee or task force.

#### **47. CONSTITUTION OF OPERATIONAL COMMITTEES**

Operational committees shall be formed by the Executive Director, with the approval of the Board, to carry out the operational or management matters of the Corporation according to the mandate document associated with each committee.

The Executive Director must, form a Management Committee comprised of the Chairpersons of the Operational Committees and others that are deemed necessary.

The High Performance Committee is appointed by the Executive Director with the approval of the Board. The Chairperson of this committee is normally the Director of High Performance but may be appointed by the Board on the recommendation of the Executive Director.

Other operational committees are composed of a Chairperson, a representative from each of the five (5) regions that wish to participate on the committee, an athlete representative, and any staff person or expert in that committee's sphere of activity. The chairpersons of the committees are appointed by the Board from a list of candidates presented by the Executive Director. The Executive Director may appoint any staff person or expert to a committee. The regional members of a committee are appointed by the Executive Director in consultation with the Division Chairpersons in that region, although the Executive Director may, with the approval of the regional Chairpersons, appoint a committee member from outside the region if the region is unable to fill the position.

Board Members may be appointed to Operational Committees by the President for liaison purposes.

For the purposes of the operational committees, the five regions are:

- Atlantic (Newfoundland and Labrador, Nova Scotia, Prince Edward Island, New Brunswick)
- Quebec (and Nunavut, when it becomes a Voting Member)
- Ontario
- Prairies and Northwest (Manitoba, Saskatchewan, Alberta, Northwest Territories)
- British Columbia and Yukon Territory

The athlete representatives will be appointed by the Athlete Director in consultation with the Division Chairpersons in the Regions.

The term of a committee member appointment is two (2) years and is renewable.

#### **48. MEETING OF COMMITTEES**

The Committees may meet for the transaction of business, adjourn and otherwise regulate their meeting as they think fit; provided however that a majority of members of each committee shall constitute a quorum thereof for transaction of business. Questions arising at any meeting of a committee may be decided by a majority vote of the members present, and in the case of an equality of votes, the Chair shall have the deciding vote.

#### **49. REMUNERATION**

Members of the Committees shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Committee, and in attending meetings of the Committee.

#### **50. REMOVAL OF COMMITTEE MEMBERS**

The Executive Director may remove a committee member from a committee, with the approval of the Board and after consultation with the regional Division chairpersons, where appropriate.

#### **51. THE DIVISION CHAIRS COUNCIL**

The Chairpersons of each Division, or any other representative appointed by the Division, shall form the Division Chairs Council. The President and the Executive Director are *ex-officio* members of the Council. The purpose of the Council is to provide advice to the Board and to appoint a Nominating Committee for candidates for election to the Board. It shall meet in person at least once per year at the Annual General Meeting and by conference call as necessary to conduct its business in accordance with its Terms of Reference.

The Division Chairs Council shall appoint a Chairperson from among its members for a term of at least one year—such term starting immediately after the Annual General Meeting—who will be an *ex officio* member of the Cross Country Canada Board. In addition, this appointed Chairperson or their designate shall serve as Chair of the Nominating Committee.

## **52. REMUNERATION**

Members of the Council shall not receive any stated remuneration for their services, but they shall be entitled to be paid for their traveling and other expenses properly incurred by them in connection with the affairs of the Council, and in attending meetings of the Council.

## **ARTICLE VIII - PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS**

### **54. INDEMNITY**

Every Director and Officer of the Corporation and their heirs, executors, administrators and assigns, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

### **55. LIMITATION OF LIABILITY**

No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, or Officer, employee, or for joining in any receipt, act for conformity, or for loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, or for, or on behalf of, the Corporation, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or Corporation 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, or in relation thereto, unless the same shall happen by, or through, his or her own willful act or through his or her own willful neglect or default.

### **56. RESPONSIBILITY FOR CORPORATE ACTS**

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done, or entered into, in the name, or on behalf, of the Corporation, except such as shall have been submitted to and authorized, or approved, by the Board.

### **57. CONTRACTS**

It is the duty of a Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Corporation to declare his or her interest at a meeting of the Board of the Corporation and, except as permitted by the laws governing the Corporation, to refrain from voting in respect of any contract or proposed contract in which such Director is so interested, and otherwise to observe the provisions of said laws.

