

ARCTIC WINTER GAMES INTERNATIONAL COMMITTEE

BY-LAWS

ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Arctic Winter Games International Committee, a Canadian Corporation.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the articles of continuance of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- e) *Board* – the Board of Directors of the Corporation;
- f) *Chef de Mission* – an individual appointed by a Member who is responsible for coordinating the overall selection, preparation and supervision of the Member team;
- g) *Corporation* – the Arctic Winter Games International Committee;
- h) *Days* – days including weekends and holidays;
- i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- j) *Fundamental Changes* – amendments or other changes to the Corporation that are designated by the Act to be “fundamental changes”;
- k) *Games* – the circumpolar sport and cultural event for northern youth, sanctioned by the Corporation and organized by a Host Society;
- l) *Games Jury* – the body designated to receive and rule on protests arising during the Games’ competitions other than protests of a technical nature arising out of particular sporting competitions which are dealt with by technical sport committees;
- m) *Governing Documents* – The Corporation’s Articles of Incorporation, By-laws, policies, procedures, rules and regulations;
- n) *Governmental Authority* – any domestic or foreign government, whether federal, provincial, state, territorial, local, regional, municipal, or other political jurisdiction, and any agency or authority, board, commission, bureau, or any quasi-governmental or other entity, insofar as it exercises a legislative, judicial, regulatory, administrative power or function of or pertaining to government;
- o) *Host Society* – the non-profit corporation organized in a host community for the purpose of staging a particular set of Games;
- p) *Jurisdiction* – any country, province, state, county, municipality, or geographically defined region or area, with its Games participants residing above the 55th parallel north;
- q) *Member* – those entities meeting the definition of Member that are admitted as Members of the Corporation under these By-laws;
- r) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- s) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution;
- t) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time; and
- u) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- v) *Technical Package* – the set of rules and procedures which govern the conduct of the various sporting events staged in a particular set of Games.

1.3 Registered Office – The Registered Office of the Corporation will be located in the territory of Yukon at such address as the Board may determine.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Language – As and when required by circumstances, provisions shall be made for the conduct of Corporation’s business in the official languages of Canada.

ARTICLE II: MEMBERSHIP

Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

- a) Permanent Members
- b) Guest Members

2.2 Permanent Members – Membership in the Corporation as a Permanent Member shall be available to entities who:

- a) Represent a circumpolar Jurisdiction, which as of the date hereof includes:
 - i. Alaska,
 - ii. Yukon,
 - iii. Northwest Territories,
 - iv. Nunavut,
 - v. Alberta,
 - vi. Kalaallit Nunaat (Greenland), and
 - vii. Nunavik (Northern Quebec).
- b) Are interested in supporting, sponsoring and submitting athletes from their representative Jurisdiction to participate in the Games on a continual basis.

Each Permanent Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

2.3 Guest Members – Membership in the Corporation as a Guest Member shall be available to entities who:

- a) Represent a circumpolar Jurisdiction, which as of the date hereof includes:
 - i. Sámi indigenous people Parliament within the national borders of Finland, Norway, Sweden (Sápmi), and
 - ii. The territory of Yamal (Russia).
- b) Are interested in supporting, sponsoring and submitting athletes from their representative Jurisdiction to participate in at least one annual Games.

Except as otherwise provided by the Act, Guest Members shall not be entitled to vote at meetings of the Members of the Corporation.

Admission of Members

2.4 Admission of Members – Any candidate will be admitted as a Member if:

- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
- b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- c) The candidate member has paid dues as prescribed by the Board;
- d) The candidate member has met the definition listed in Section 2.1;
- e) The candidate member is willing to further the Corporation’s purposes; and
- f) The candidate member has been approved by majority vote as a Member by the Board.

2.5 Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a) Change a condition required for being a Member;
- b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c) Change the method of voting by Members not in attendance at a meeting of Members.

Transfer of Membership

2.6 Transfer – Any interest arising out of membership in the Corporation is not transferable.

Duration

2.7 Duration of Membership – Membership is accorded on an annual basis as determined by the Board. Unless otherwise indicated by the Board prior to the end of membership year, membership shall automatically renew for one additional year. Members will re-apply for membership as determined by the Board.

Membership Dues

2.8 Dues – Membership dues for all categories of membership and other fees will be determined annually by the Board.

2.9 Deadline – Members will be notified in writing of the membership dues or fees payable, and if they are not paid by any membership renewal date as prescribed by the Corporation, the Member in default will not be in Good Standing.

Withdrawal and Termination of Membership

2.10 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member dissolves;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 2.1, 2.2 and 2.3;
- c) The Member resigns from the Corporation by giving written notice, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all dues payable;
- d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination;
- e) The Member's membership expires, unless renewed in accordance with these By-laws; or
- f) The Corporation is liquidated or dissolved under the Act.

2.11 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.12 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

Good Standing

2.13 Definition – A Member of the Corporation will be in good standing provided that the Member:

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

2.14 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III: MEETINGS OF MEMBERS

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

3.2 Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was called. A Special Meeting of the Members may be called at any time by:

- a) The Chair,
- b) Any three (3) Directors, or
- c) Members, upon written requisition, who hold five percent (5%) of the votes of the Corporation.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held; or
- c) By posting on the Corporation's website not less than twenty-one (21) to thirty-five (35) days prior to the date of the meeting.

3.6 Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members may be required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

3.7 Persons Entitled to Attend – Delegates representing Members, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

3.8 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

3.9 Agenda – The agenda for the Annual Meeting may include:

- a) Call to order
- b) Determination of a quorum
- c) Appointment of scrutineers
- d) Declaration of any conflicts of interest
- e) Adoption of minutes of the previous Annual Meeting
- f) Board, Committee and Staff reports
- g) Report of Auditor
- h) Appointment of Auditor

- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

3.10 Meeting Chair – The Chair for all Member meetings may be appointed by the Board or may otherwise be the President or their designate.

3.11 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting. A Member's proposal may also be submitted 90 – 150 days before the anniversary of the previous Annual Meeting of Members.

3.12 Quorum – A quorum at any meeting of the Members shall be 2/3 of the Members entitled to vote at the meeting. 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.

Voting at Meetings of Members

3.13 Voting Privileges – Members have the following voting rights at all meetings of the Members:

- a) Permanent Members are entitled to appoint a Delegate who may attend meetings of the Members and exercise the number of votes assigned to that Member.

3.14 Number of Votes – Each Permanent Member will have one vote.

3.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, at least seven (7) days prior to the meeting of Members, the name of the Delegate to represent the Member. A Delegate must be at least eighteen years of age, and be acting as the Member's representative.

3.16 Proxy Voting – Members may vote by proxy if:

- a) The Member notified the Corporation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;
- b) The proxy is received by the Corporation prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting; and
- d) The proxy clearly states to whom the proxy is given.

3.17 Maximum Number of Proxies – No Member will hold more than one (1) proxy vote.

3.18 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The Corporation is not able to identify how each Member voted.

3.19 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of a minimum of ten (10) and a maximum of fourteen (14) Directors, with up to two (2) Directors representing each of the Permanent Members, as approved by the Members and in accordance with these By-laws.

4.2 Terms – Directors will serve for a period of four (4) years, and will hold office until they or their successors have been duly elected in accordance with these By-Laws, unless they resign, or are removed from or vacate their office. Directors who are not a Governmental Authority representative may serve a maximum of two (2) consecutive terms (eight (8) consecutive years), unless they are appointed as President during their second term, in which case they may serve a maximum of three (3) consecutive terms (12 consecutive years). Directors who are a Governmental Authority representative per Section 4.3 do not have a limitation on consecutive terms.

4.3 Direct Nomination by Governmental Authorities – The Governmental Authority of a Canadian Permanent Member and of Greenland shall be entitled to directly nominate one individual to the Board:

- a) Who is employed by the particular Governmental Authority; and
- b) Whose area of employment is predominantly related to matters involving sport, recreation or fitness.

The voting Members shall elect/ratify each Canadian and Greenland Governmental Authority nominee to serve on the Board as a Director. If the nominee(s) is not ratified by the voting Members, the Government Authority shall be notified and provided with the opportunity to submit an alternative nominee, to be ratified by the voting Members at a Special Meeting called for that purpose. If the subsequent nominee(s) is not ratified by the voting Members, the position shall remain vacant until the next Annual Meeting.

Individuals who are elected/ratified as the Governmental Authority representative on the Board shall be required to be re-elected/ratified at the conclusion of each four-year Director term, consistent with the terms of Directors in 4.2

4.4 Appointment and Ratification of Remaining Directors – Each Permanent Member shall have the right to nominate additional individuals to serve on the Board, on the following terms and conditions:

- a) For any one (1) seat on the Board, a Permanent Member may submit the names of two (2) individuals, having regard to the skills and qualifications required of a director by the Corporation.
- b) The voting Members shall elect/ratify one (1) nominee from each of the Canadian Permanent Members and one (1) optional nominee from Greenland to serve on the Board as Director and they shall elect/ratify either one (1) or two (2) nominees from Alaska to serve on the Board as Director(s);
- c) Only one (1) Director representing each Permanent Member shall be a Governmental Authority representative (or have a personal affiliation with a Governmental Authority);
- d) The voting Members present shall be entitled to reject one (1) or both nominee(s) of a Permanent Member. The voting Members shall provide written reasons for the rejection;
- e) If the nominee(s) of a Permanent Member are rejected pursuant to Section 4.4(d), such Permanent Member may nominate an additional person(s) equal to the number of those who are rejected, for consideration by the voting Members. If the subsequent nominee(s) are again rejected, the voting Members may elect another individual(s) as a director(s) for that position(s) provided that:
 - i. Such person is not one of the nominees previously rejected; and
 - ii. Such person is not a person described in Section 4.3.

4.5 Appointed Director – In accordance with the Act the Board of Directors may appoint one (1) additional Director on an annual basis who will serve a term of one (1) year. Such appointed Director shall not be a Governmental Authority representative, may reside in any jurisdiction, and shall serve any such role as established by the Board. Any such individual who is re-appointed annually may only be re-appointed for three (3) consecutive years, meaning that they may only serve in this role for up to four (4) consecutive years.

4.6 Nomination – Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Corporation; and
- c) Be submitted to the Registered Office of the Corporation or the Board a minimum of seven (7) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.7 Board Gender Diversity – The Board will have at least three (3) Directors of the minority gender. Among all Directors who are not a Governmental Authority representative or an Appointed Director, the Board will elect/ratify as many such Directors as required to ensure that at least three (3) Directors represent the minority gender among the entire Board. The Corporation will ensure that it meets its gender identity quota for Directors by implementing the following election procedures:

- a) Prior to every election, the Corporation will determine the gender identity of each Director on the Board whose term is not expiring at the meeting of the Members. If there are less than three (3) of those serving Directors who identify as the minority gender, nominees of the opposite gender identity will not be permitted to stand for election/ratification of the remaining Director positions until the minimum of three (3) minor gender candidates are elected/ratified.

Eligibility of Directors

4.8 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Have the power under law to contract;
- c) Agree to adhere to the Corporation's Governing Documents;
- d) Have not been declared incapable by a court in Canada or in another country,
- e) Not have the status of bankrupt,
- f) Not be an employee or contractor of the Corporation.

Election of Directors

4.9 Circulation of Nominations – Valid nominations and their election platform messages (if any) will be circulated to Members prior to or at the Annual Meeting, but prior to the elections.

4.10 Election – Directors will be elected/ratified at the Annual Meeting as follows:

- a) Three (3) to four (4) Directors will be elected/ratified at alternate Annual Meetings to those listed in sub-section b and c;
- b) Three (3) to four (4) Directors will be elected/ratified at alternate Annual Meetings to those listed in sub-section a and c;
- c) Three (3) to four (4) Directors will be elected/ratified at alternate Annual Meetings to those listed in sub-section a and b;
- d) In one year out of each four-year cycle, that is alternate to those listed sub-sections a, b, and c, no elections will be held.
- e) Equal number of Nominations and Available Positions – ratified by Ordinary Resolution.
- f) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.

4.11 Circulation of Nominations – Valid nominations and their election platform messages (if any) will be circulated to Members prior to or at the Annual Meeting, but prior to the elections.

Suspension, Resignation and Removal of Directors

4.12 Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.13 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns;
- c) The Director is found to be incapable of managing property by a court or under federal or provincial law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director is convicted of any criminal offence related to the position;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

4.14 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting.

The Governmental Authority who nominated a Director pursuant to Section 4.3 may, at any time during that Director's term, request that the Members remove that individual from the Board by delivering notice of such request to the Board in writing, and may thereafter nominate a successor to be ratified by the Members in accordance with the provisions of Section 4.3. In such instances, the Director may waive their right to notice and the opportunity to be heard at the applicable Member's meeting.

4.15 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

Filling a Vacancy on the Board

4.16 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term while adhering to Section 4.6 relating to Board gender diversity.

Meetings

4.17 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the Chair, or by written requisition of at least two (2) Directors.

4.18 Chair – The President will be the Chair of all meetings of the Board unless designated by the Chair. In the absence of the President, or if the meeting of the Board was not called by the President, one of the Directors as selected by the Board will be the Chair of the meeting.

4.19 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board member, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.20 Number of Meetings – The Board will hold at least three (3) meetings per year.

4.21 Quorum – At any meeting of the Board, quorum will be a two-thirds (2/3) of Directors holding office.

4.22 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

4.23 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

4.24 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.26 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.27 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

4.28 Empowered – The Board is empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;

- b) Make policies and procedures relating to the discipline of Members and participants in the Games, and have the authority to discipline Members and Games participants in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS

5.1 Composition – The Officers will be comprised of the President, Vice President, Secretary, Treasurer, and the Executive Director (who is not a Director).

5.2 Term Limits – The term of the Officers, excluding the Executive Director, will be two (2) years or until they or their successors are elected or appointed. Officers may be re-elected or appointed for more than one (1) term.

5.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election/ratification of new Directors, the Directors will elect a President, Vice President, Secretary, and Treasurer from among the Directors as required. They shall take office immediately.

5.4 Eligibility for the Offices of President and Vice President – Any Director who has been a member of the Board for at least two (2) years shall be eligible for the offices of the President and Vice-President. Provided that, if no Director is eligible for the offices of President or Vice-President, or if those members of the Board who are eligible decline nomination or are otherwise unwilling to act in such office, the Board may appoint a President or Vice-President who would not otherwise be eligible for those offices.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be the Chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will oversee an annual Board review process, will oversee and supervise staff, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board. In the case of absence or disability of the President, the Vice President shall exercise the powers and perform the duties of the President. In the event that the office of the President should become vacant, the Vice President shall act as President and assume all of the rights, duties, and obligations of the President until such time as they are confirmed as President or a new President is elected.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation’s By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation’s bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

- e) The Executive Director, who is not a Director and is a contracted staff person of the Corporation, will attend all meetings of the Board, but will not vote. The Executive Director will manage the Corporation's office and conduct the day-to-day business of the Corporation, will perform other duties as prescribed in their job description, and will assume other responsibilities as the Board may direct.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Corporation.

5.7 Removal – An Officer (other than the Executive Director) may be removed by Special Resolution of the Board or by Ordinary Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.8 Vacancy – Where the position of an Officer (other than the Executive Director) becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Board may appoint a replacement for the position of President from among the Directors.

5.9 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI: COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Standing Committees – The Board shall have the following Standing Committees:

- a) Executive Committee – The Committee shall be comprised of the Officers. The Committee may act on behalf of the Board of Directors between meetings of the Board, to address matters that serve the best interests of the Corporation. The Committee will be responsible for setting the agenda for Board meetings, leading staff performance and contract reviews, ensuring that all other Standing Committees are functional and adhering to their Board delegated duties, and performing any other duties as prescribed by the By-laws or the Board.
- b) Governance Committee – The Committee shall recommend matters for approval by the Board as they relate to governance, accountability, and effective leadership. The Committee will be responsible for reviewing the Corporation's governing documents, developing systems and procedures to improve governance and any other duties as prescribed by the Board.
- c) Finance Committee - The Committee shall provide oversight of the financial management of the Corporation, its related financial policies and controls, its fiduciary compliance, its budgetary process, its financial strategies, and its risk management measures. The Committee will be responsible for any other duties as prescribed by the Board.
- d) Technical Committee – The Committee shall make recommendations on sport technical matters that align with the overall values and principles of the Corporation as well as the technical rules and guidelines of the Arctic Winter Games Program. The Committee will be responsible for any other duties as prescribed by the Board.
- e) Engagement Committee – The Committee shall make recommendations on stakeholder engagement and communication matters that align with the overall values and principles of the Corporation as well as the related strategic objectives within the Strategic Plan. The Committee will be responsible for any other duties as prescribed by the Board.

Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 Chair Ex-officio – The Chair will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

6.4 Removal – The Board may remove any member of any Committee at any time and for any reason.

6.5 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII: CONFLICT OF INTEREST

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

ARTICLE VIII: FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be January 1st to December 31st.

8.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

8.3 Auditor – At each Annual Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee or a Director of the Corporation and will have remuneration fixed by the Directors.

8.4 Annual Financial Statements – The Corporation will send to the Members a copy of the annual financial statements and other documents referred to in the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Corporation may be available to the Members at the discretion of the Board but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

8.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Officers, or other Directors as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

8.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.8 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and as approved by the Members (when required).

8.9 Remuneration – With the exception of the staff of the Corporation, all Directors, Officers (excluding the Executive Director) and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions; provided that Directors, Officers or members of Committees may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained will be construed to preclude any Director, Officer or member of a Committee from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE IX: AMENDMENT OF BY-LAWS

9.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by Ordinary Resolution confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

9.2 Members Proposal – A Member is entitled to make a Member’s Proposal to make, amend or release these By-laws in accordance with the Act. Except for the items set out in the sections of the Act applicable to Fundamental Changes, these By-laws may be amended or repealed by Ordinary Resolution of the Members.

9.3 Notice in Writing – Notice of proposed amendments to these By-laws will be provided to Members at least twenty-one (21) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution of all Members may be required in order to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation’s name;
- b) Change the province/territory in which the Corporation’s Registered Office is situated;
- c) Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change, or remove a provision respecting the transfer of a membership;
- i) Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XI: NOTICE

11.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

11.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XII: DISSOLUTION

12.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

ARTICLE XIII: INDEMNIFICATION

13.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual (including volunteers and disciplinary panel members) who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.

13.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

13.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XIV: ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were ratified by the Members at a meeting of the Members duly called and held on June 7, 2024.

14.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.