

A by-law relating generally to the conduct
of the affairs of

ARCTIC WINTER GAMES INTERNATIONAL COMMITTEE

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1.
INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "**Board**" means the board of directors of the Corporation and "**Director**" means a member of the board;
- (d) "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "**Chairman**" means the President, who is designated to preside over all meetings of the Corporation or, in his absence, the Vice-President, or in his absence, any other Member or Director in attendance.
- (f) "**Chef de Mission**" means a person appointed by a Member who is responsible for coordinating the overall selection, preparation, and supervision of the Member team.
- (g) "**Executive Officers**" has the meaning set out in section 7.1;
- (h) "**Games**" means the biennial circumpolar sport competition for northern and arctic athletes organized by the Corporation and hosted by a Host Society;
- (i) "**Games Jury**" means 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 the technical sport committees.

- (j) **Governmental Authority**” means 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;
- (k) **"Guest Member"** means those Members accepted for membership in the Corporation pursuant to section 3.3;
- (l) **"Host Society"** means the non-profit corporation organized in a host community for the purpose of staging a particular set of Games;
- (m) **“Jurisdiction”** means any country, province, state, county, municipality, or geographically defined region or area;
- (n) **"Meeting of Members"** includes an annual meeting of Members or a special meeting of Members; and "special Meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;
- (o) **“Members”** means the Participating Members and the Guest Members, and **“Member”** means any one of them;
- (p) **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (q) **"Participating Members"** means those Members accepted for membership in the Corporation pursuant to section 3.2, and as of the date hereof include the State of Alaska, the Yukon Territory, the Northwest Territories, Nunavut, Northern Alberta and Greenland;
- (r) **"proposal"** means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (s) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (t) **"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (u) **“Technical Package”** means the set of rules and procedures which govern the conduct of the various sporting events staged in a particular set of Games.
- (v) **“Units”** means both Original Participating Members and Participating Members.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

1.3 Terms Defined in the Act

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE 2. EXECUTION OF DOCUMENTS AND BORROWING POWERS

2.1 Seal

The Corporation seal shall be circular in form and shall bear the name of the Corporation. The President, Vice President, Secretary, Treasurer, Technical Director, and any other officer or Director of the Corporation designated by the Board or by any one of the Executive Officers shall each and all have the authority to affix the Corporate seal to any documents requiring same.

2.2 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President, or any Vice-President or any director as the Board otherwise authorized, from time to time, by resolution. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2.3 Financial Year

The financial year end of the Corporation shall be December 31 in each year.

2.4 Borrowing Powers

The Directors of the Corporation may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf and

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

2.5 Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. 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.

ARTICLE 3. MEMBERSHIP

3.1 Membership Conditions

Subject to the articles, there shall be two classes of Members in the Corporation, as follows:

- (a) the Participating Members; and
- (b) the Guest Members.

3.2 Membership Conditions – Participating Members

Membership in the Corporation as a Participating Member shall be available to persons who:

- (a) represent a circumpolar Jurisdiction;
- (b) are interested in supporting, sponsoring and submitting athletes from their representative Jurisdiction to participate in the Games on a continual bases;
- (c) are interested in furthering the Corporation's purposes; and
- (d) who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

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

3.3 Membership Conditions – Guest Members

Membership in the Corporation as a Guest Member shall be available to persons who:

- (a) represent a circumpolar Jurisdiction;
- (b) are interested in supporting, sponsoring and submitting athletes from their representative Jurisdiction to participate in at least one annual Games;
- (c) who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board.

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

3.4 Changes to Membership Rights

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to sections 3.2 of 3.3 of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

3.5 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

3.6 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the Member dies or resigns;
- (b) the Member ceases to meet the conditions of Membership as set out in sections 3.2 or 3.3, as applicable;
- (c) the Member's term of membership expires; or
- (d) the Corporation is liquidated and dissolved under the Act.

3.7 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the Member automatically cease to exist.

ARTICLE 4.
MEETINGS OF MEMBERS

4.1 Annual Meetings

The annual Meeting of Member of the Corporation shall be held on such date and at such time (once at least in every calendar year, and not later than four (4) months from the end of the Corporation's financial year) as the Board determines from time to time.

4.2 Place of Meeting

The annual meetings of the Members of the Corporation shall be held at the head office of the Corporation, or at such other place as the Board determines from time to time.

4.3 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is 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.

4.4 Waiver of Notice

Any meeting may be held at any time and for any purpose, without notice, if all Members are present or represented by proxy and have waived notice of the meeting either before or after the meeting.

4.5 Members Calling a Members' Meeting

The Board shall call a special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.6 Quorum at Members' Meetings

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be 2/3 of the Members entitled to vote at the meeting.

4.7 Voting

- (a) Each Member, including the Chairman, shall be entitled to one vote which shall be indicated by simultaneous show of hands and in the event of a tie vote, the Chairman shall have a second and deciding vote.
- (b) Members entitled to vote may vote by written proxy, same to be executed by the Member in a form approved by the Board from time to time and shall be assigned to one person only. A proxy must be given to a Member of the Corporation unless to do so would leave a particular Unit without representation at the meeting by a resident of that Unit, in which case the proxy may be given to any person selected by the Member giving the proxy.
- (c) In general, an abstention shall be construed as a vote against a motion save and except in a case where a Member has declared a conflict of interest, at which time he may abstain from voting.
- (d) In the case of telephone conference call meetings, voting shall be conducted orally with the Chairman polling Members in order of seniority of service of membership, the most senior voting first and the least senior voting last.

4.8 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

ARTICLE 5. **DIRECTORS**

5.1 Number of Directors

The Board shall be composed of up to two nominee directors from each of the Participating Members as may be approved by the Members in accordance with section 5.2;

5.2 Appointment of Directors

Subject to section 5.3, each Participating Member shall have the right to nominate up to two persons to sit on the Board, on the following terms and conditions:

- (a) for any one seat on the Board, a Participating Member may submit the names of two individuals, having regard to the skills and qualifications required of a director by the Corporation;
- (b) only one director representing a Participating Member shall be a Governmental Authority (or a person affiliated with or otherwise representing a Governmental Authority);
- (c) the election shall be completed at a meeting of the Members by resolution of the Members present and entitled to vote;
- (d) the Members present and entitled to vote shall be entitled to reject a nominee of a Participating Member by providing written reasons for the rejection;
- (e) if the nominees of a Participating Member are rejected pursuant to section 5.2(d), such Participating Member may nominate two additional persons for the position on the Board. If the subsequent nominees are again rejected, the Participating Member may directly appoint a director provided that:
 - (i) such person is not one of the nominees previously rejected; and
 - (ii) such person is not a person described in section 5.3.

5.3 Direct Appointment by Governmental Authorities

The Governmental Authority of a Canadian Participating Member shall be entitled to directly appoint one person 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.

Upon receipt of such notice of appointment, the Board shall, at the next duly constituted meeting of the Board, confirm the appointment of the said director.

5.4 Removal by Governmental Authorities

The Governmental Authority who appointed a Director pursuant to section 5.3 may, at any time during that Director's term, remove him from the Board by delivering notice of such removal to the President or Vice-President, in writing, and may thereafter appoint his or her successor in accordance with the provisions of paragraph 5.3.

5.5 Term of Office of Directors

Each Director shall hold office for a period of four (4) years unless:

- (a) the director resigns;
- (b) the director is removed pursuant to section 5.6;
- (c) the director is deceased;
- (d) in the case of a director appointed pursuant to section 5.3, such director ceases to be employed by the Governmental Authority, or if the nature of his or her employment changes such that he or she is no longer predominately involved in matters of sport, recreation or fitness.

5.6 Removal of Directors

The Members may, by resolution at a special Meeting of the Members, remove a Director from the Board on any of the following grounds:

- (a) lack of interest or dereliction of duty;
- (b) incompetence;
- (c) behavior or conduct inimical to the best interests of the Corporation;
- (d) the Director has ceased to be ordinarily resident in the Jurisdiction of the Participating Member; or
- (e) the special skills, qualifications or position which recommended the Director to the Board have been lost.

5.7 Filling of Vacancies

Vacancies to the Board may be filled either:

- (a) in accordance with section 5.2; or
- (b) if it appears that appointments in accordance with section 5.2 may be prolonged, the Board may, by special resolution, appoint a person from the particular Participating Member to serve on the Board until such time as a new Director is elected in accordance with section 5.2.

5.8 Expired Terms

A Director who has not signified an intention to resign and whose term expires during a period between duly constituted meetings shall be deemed to be a Director until the next succeeding meeting, at which time he shall be re-elected or removed from the Board. A Director standing for re-election may not vote.

ARTICLE 6.
MEETINGS OF THE DIRECTORS

6.1 Calling of Meetings of Board

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors. If the Corporation has only one director, that director may call and constitute a meeting.

6.2 Notice of Meeting of Board

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

6.3 Quorum

Two-thirds of the Directors shall constitute a quorum.

6.4 Voting

- (a) Each Director, including the Chairman, shall be entitled to one vote which shall be indicated by simultaneous show of hands and in the event of a tie vote, the Chairman shall have a second and deciding vote.
- (b) In general, an abstention shall be construed as a vote against a motion save and except in a case where a Member has declared a conflict of interest, at which time he may abstain from voting.
- (c) In the case of telephone conference call meetings, voting shall be conducted orally with the Chairman polling Members in order of seniority of service of membership, the most senior voting first and the least senior voting last.

6.5 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Directors, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance

with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

ARTICLE 7. OFFICERS

7.1 Appointment of Officers

The offices of the Corporation shall include the office of President, Vice-President, Treasurer, Secretary and Technical Director (the “**Executive Officers**”). The Board may designate additional offices of the Corporation, appoint officers, including the Executive Officers, on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person, unless these by-laws otherwise provide.

7.2 Eligibility for the Office of President and Vice-President

Any Director who has been a member of the Board for at least one year 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.

7.3 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the Executive Officers shall have the following duties and powers associated with their positions:

- (a) President – The President shall be the Chief Executive Officer of the Corporation. He or she shall preside at all meetings of the Corporation, carry out the decisions and politics of all meetings of the Members, and exercise general control and supervision over the affairs of the Corporation. The President shall not hold any other office with the Corporation while he or she is President.
- (b) Vice-President – The Vice-President shall generally assist the President in his or her duties. 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 a meeting of the Members is held, and the Vice-President is confirmed as President or new President is elected.

- (c) Secretary – 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. The Secretary shall have charge of the corporate records of the Corporation, including a register containing the names and addresses of the 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 of Directors may direct. Further, the Secretary shall be responsible for the taking and reproducing of all minutes of meetings of the Members and meetings of the Board, for maintaining corporate minute books, and for the keeping and filing of all books, reports, certificates and other documents required by law to be kept on file by the Corporation.
- (d) Treasurer – The Treasurer shall have general charge of the finances of the Corporation. The Treasurer 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 of Directors. Whenever directed by the Board, the Treasurer shall report on the financial condition of the Corporation, and the transactions of the 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.
- (e) Technical Director – Technical Director shall have responsibility for the preparation of the Technical Package and the eligibility of athletes, subject to approval of the Board. He will Chair the Games Jury during the Games and all meetings of the Chefs de Mission with the Host Society and will receive reports on all technical matters including the Chefs de Missions’ final reports for transmittal to the Board.

7.4 Removal of Officers

All officers shall serve at the pleasure of the Board, provided that the Board may only remove the President and Vice-President by special resolution if the Board determines, in its sole discretion, that the President or Vice-President, as applicable:

- (a) has displayed a lack of interest or dereliction of duty;
- (b) is incompetent;
- (c) behaved or otherwise conducted him- or herself in a manner inimical to the best interests of the Corporation;
- (d) has ceased to be ordinarily resident in the Jurisdiction of the nominating Participating Member; or
- (e) has lost or abandoned the special skills, qualifications, or position which recommended him or her to office.

7.5 Duties of Other Officers

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or president requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.6 Remuneration

The remuneration of all officers of the Corporation, and any employee of the Corporation shall be fixed from time to time by or under the authority of a resolution by the Board of Directors, or failing such resolution, by the President.

ARTICLE 8. **INDEMNITIES**

8.1 Indemnities of Directors and Officers

Every Director or Officer of the Corporation, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and their heirs, executors, and administrators, and estate and effects 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 all costs, charges, losses and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding, which is brought, commenced or prosecuted against him for or in respect of any act, deed, manner or thing whatsoever made, done or permitted by him in or about the execution of the duties of office, and all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasions by his own willful neglect, default or illegal acts.

ARTICLE 9. **BY-LAWS AND EFFECTIVE DATE**

9.1 Making, Amending or Repealing Bylaws

Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. 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. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.