

By-Law No. 1

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

Canadian Association of Harness Dog Sports Inc.

Association Canadienne des Sports Canins Attelés Inc. (the "Association")

Be It Enacted as by-law 1 of the Association as follows:

Corporate Seal

1. The Board of Directors may adopt a seal for the Association that and on adoption same shall be the seal of the Association! The form of seal may be altered thereafter by 2/3 resolution of the members.

Head Office

- 2. The head office of the Association shall be situated in the place or municipality and the province specified in the Notice of Registered office submitted with the Articles of Incorporation, or at such further and other address as the board may, by resolution, determine.

Conditions Of Membership

- 3. Membership in the Association shall be limited to organizations or individuals interested in and that ascribe to the objects and mission statement of the Association and shall consist of any organization whose application for admission as a member has received the approval of the board of directors of the Association or by any individual that is a Canadian citizen or Canadian resident.

A member may be expelled from the Association if 75% of the Officer's of the Association determine on reasonable grounds that a member has acted in a manner contrary to the objects of the Association and thereby whose actions may reasonably cast a negative light on the Association. No refund of any membership fee would be considered on expulsion..

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- 4. The classes of member in the organization are:
- - I) Provincial/Territorial Organization PTO:
 - Each province and territory is entitled to have one member organization registered as a member with voting rights in the Association and to nominate one director to the board of directors.

- Where a province or territory does not have a single organization of purpose consistent with the objects of the Association, the directors of the Association may choose to:
 - - A) Select an existing organization to represent the province as that province or territory's PTO;
 - B) Select more than one existing organizations to represent the province, each of which shall be viewed by the Association as a separate PTO.
 - C) Select a larger organization spanning multiple provinces or territories to represent provinces or territories from which that organization has members. This larger organization may represent multiple provinces or territories within the Association. From the perspective of the Association, each instance of representation shall be viewed as a separate PTO.
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 - Where a province or territory does not have any incorporated organization furthering the objects of the Association or no PTO that wishes, after invitation, to join as a member, the directors of the Association may request that a larger regional organization, with objectives similar to those of the Association, spanning multiple provinces, to join as a member and shall establish the fee for such membership. Such member shall be entitled to appoint as many directors as provinces or regions that it represents and to vote a single vote as a member at annual or special members meetings.
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- II) Partner Organization PO:
 - The board of directors may approve the membership of any third party organization or Corporation that are deemed to be an ally, whether by sponsorship or other strategic relationship, in furthering the objects of the Association. Partner organizations do not have voting rights.
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- III) Individual Membership IO The board of directors may approve the membership of any individual who is a Canadian Citizen or Canadian resident and whose interests are consistent with the purpose of the Association. Individual members shall be entitled to vote at the Annual General or Special Meetings.
- IV) First Nation/Metis Membership FNM The board of directors may approve the membership of any organization(s) that seek to promote the objectives of the Association and has at its foundation the preservation of the cultural values from which the sport of dog sledding owes roots to in Canada. Such member shall be entitled to attend at the Annual General or Special Meetings and to vote and to have a director nominated to the board of directors
- V) Race Giving Organization. RGO The board of directors may approve the membership of any organization that conducts races, whether such races are sanctioned by IFSS or not. Such member

shall be entitled have a representative attend at the General Annual or Special Meeting and to vote.

5. Membership Fees shall be established from time to time by the Board of Directors and such fee schedule shall be advertised and made known to any persons wishing to apply for membership. Members must be in good standing in their fees at the start of any meeting to be entitled to vote or receive notice of any meeting

Members' Meetings

- 5. The annual or any other general meeting of the members shall be held at the head office of the Association or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada. Meetings may take place in electronic form, which may or may not involve real time communication, except where a real time meeting is required by the Act or these by-laws. The secretary will select and notify directors of the format for the meeting at least 21 days in advance. In the case of teleconference, votes may be tallied by role call. In the case of meetings conducted by other electronic media, voting shall be carried out by use of electronic polling whereby each participant is uniquely identifiable.
- 6. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members, but submissions for inclusion in the agenda must be received at least 5 days prior to the meeting. Where an agenda item pertains to a request for a formal change to by-laws of the Association or any formal artifact of the Association, the submission should be accompanied by a motion to be voted on and any supporting documentation.
- 7. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Association.
- 8. Members or Directors may by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. Written proxy must be received by the president and/or secretary of the Association, not less than 24 hours prior to a members' meeting. Proxy forms may be sent by facsimile or PDF format.
- 9. At least fourteen days' (14) written or email notice shall be given to each voting member of any annual general meeting of members or seven (7) days written or email notice for any special meeting of members. A special meeting of members may be called at the discretion of the President or any Vice President. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.
- 10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.
- 11. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose

of sending notice for any meeting or otherwise, directors and officers will be notified directly via email. The email addresses of directors and officers shall be those addresses last recorded on the books of the Association.

Board Of Directors

- 12. The property and business of the Association shall be managed by a board of directors, comprised of a minimum of three directors and a maximum of 20. There shall be 1 director position reserved for each Canadian province and territory. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract.

13. The applicants for incorporation shall become the founding directors of the Association whose term of office on the board of directors shall continue for no more than 2 years, after which they may be reappointed according to the by-laws of the Association.

14. Any director appointed to the board by a member PTO shall serve a term of 2 years or until the next annual general meeting. Directors may be reappointed and serve multiple terms indefinitely.

- 15. The incorporating directors may elect themselves as officers of the Association and replace themselves as officers or directors at any time during this 2 year period as provincial and territorial jurisdictions are organized and director's appointments can be made from these constituent organizations to the board of the Association.

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- 16. The office of director shall be automatically vacated:
 1. if at a special general meeting of members, a resolution is passed by 75% of the votes cast in favour of the removal of the director
 2. if a director has resigned his office by delivering a written resignation to the secretary of the Association;
 3. if he is found by a court to be of unsound mind;
 4. on death or bankruptcy;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Association.

- 17. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Association as an officer or in any other capacity and receiving compensation therefor.
- 18. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Powers Of Directors

- 19. The directors of the Association have responsibility to establish the rules, policies and procedures for the operation of the Association based upon recommendations received from the Officers and/or committees of the Association.
- 20. The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time, by unanimous decision of the board:

1. to borrow money upon the credit of the Association, from any bank, Association, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 2. to limit or increase the amount to be borrowed;
 3. to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 4. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.
- 21. The board of directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
 - 22. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
 - 23. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

Directors' Meetings

- 24. Meetings of the board of directors may be held at any time and place to be determined by the secretary, provided that 14 days notice of such meeting shall be given, other than by mail, to each director and provided that each director may have the option of attending by teleconference or other electronic means. Providing all directors agree, a meeting may be called on shorter notice. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 25. The majority of the business of the board will be carried out in the form of a private online discussion forum; motions raised in this format will be voted on by directly replying in the discussion forum and quorum shall be determined by the number of replies received within the voting period. Any posting labeled as a motion to be voted upon can simultaneously serve as notice of "the meeting". A discussion period of not less than 7 days is required before the motion may be seconded and voting can occur. The voting period for any motion tabled must be exactly 7 days. Otherwise, voting period is at the discretion of the director tabling the motion.
- 26. A majority of directors in office, from time to time, shall constitute a quorum for real-time meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

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Indemnities To Directors And Others

- 27. Every director of the Association 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 Association, from and against;
 1. all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 2. 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 occasioned by his own wilful neglect or default.

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Officers

- 28. The officers of the Association shall be a president, vice-president (general), vice-president (nome), vice-president (nordic), secretary, and treasurer and any

such other officers as the board of directors may determine. Any two offices may be held by the same person.

- 29. Officers of the Association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
- 30. The officers of the Association shall hold office for 2 year(s) from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

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Duties Of Officers

- 31. The president shall be the chief executive officer of the Association. He shall preside at all meetings of the Association and of the board of directors. He shall have the general and active management of the affairs of the Association. He shall see that all orders and resolutions of the board of directors are carried into effect.
- 32. The vice-president (general) shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
- 33. The vice-president (nome) shall perform duties and provide leadership on matters that are uniquely specific to nome-style mushing. Any form of dog-powered sport that involves use of a dogsled or dryland activities that involve the use of teams of 4 or more dogs shall be referred to by the Association as *nome-style mushing*.
- 34. The vice-president (nordic) shall perform duties and provide leadership on matters that are uniquely specific to nordic-style mushing. Any form of dog-powered sport that involves use of cross-country skis or dog-powered dryland activities that involve the use of a 2 wheeled vehicle or that involved being pulled by a dog while on foot shall be referred to by the Association as *nordic-style mushing*.
- 35. The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He shall also perform such other duties as may from time to time be directed by the board of directors.
- 36. The secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such

other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be. The secretary shall be the custodian of the seal of the Association.

- 37. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them.

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Committees

- 38. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

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Executive Committee⁴

- 39. There shall be an executive committee composed of 3 directors or officers who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 40. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. All 3 members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

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Execution Of Documents

- 41. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to

time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

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Minutes Of Board Of Directors (And Executive Committee)

- 42. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the Association but shall be available to the board of directors, each of whom shall receive a copy of such minutes. . Members shall be entitled to receive a copy of any resolution passed by the directors on payment of such reasonable copying fees as may be set from time to time by the secretary.

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Financial Year

- 43. The financial year of the Association shall be determined by the board of directors.

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Amendment Of By-Laws

- 44. The by-laws of the Association may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the *Canada Associations Act*, may be enacted by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law.

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Auditors

- 45. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

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Books And Records

- 46. The directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

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Rules And Regulations

- 47. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

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Interpretation

- 48. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations. The Chairman at any meeting shall interpret the by-laws for the purpose of any procedural question that may arise at any meeting.

Language

49. The languages of English and French shall be the official languages of the Association and the directors will endeavour to ensure that translations of any notices of meetings, agendas, minutes of meetings etc are available in both languages. The

Association shall make reasonable efforts to also provide First Nation language content wherever possible and to recognize the multi-cultural nature of Canada and its peoples.