

SCHEDULE "A"
BY-LAW NO. 1
OF
CSASURF CANADA
(The "CORPORATION")

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

SECTION 1 – GENERAL

1.01 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-laws of the Corporation as amended and which are, from time to time, in force and effect;

e "**Meeting of Members**" includes an annual meeting of members or a special meeting of members; "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;

f "**Ordinary Resolution**" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

g "**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

h "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

i "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;and

j. "**SUP**" means Stand-up Paddleboarding.

1.02 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.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any one of its officers or directors. 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.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or email.

1.08 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 objects.

1.09 Ruling on By-laws

Except as provided in the Act, the Board will have the authority to interpret any provision of this By-law that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects, mission, vision, and values of the Corporation.

1.10 Language

This By-law has been drafted in English, and any French version is a translation. In the case of conflicting interpretations, the English version will prevail.

SECTION 2 – MEMBERSHIP

2.01 Membership Conditions

Subject to the Articles, there shall be two classes of members in the Corporation, namely Class A members and Class B members. The Board of the Corporation may, by resolution, approve the admission of members. Members may also be admitted in such other manner as may be prescribed by the Board by resolution or as contemplated in this by-law. A member may only hold one class of membership at a time. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Other than as specified below the term of each membership shall be annual, subject to renewal in accordance with the policies of the Corporation. The following conditions shall apply:

A) Class A Members: Class A membership shall be available to the following persons:

- i) Individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation and have paid the applicable membership dues and who have agreed to be governed by the Corporation's bylaws, policies and procedures;
- ii) A Provincial/territorial association interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation and have paid the applicable membership dues and who have agreed to be governed by the Corporation's bylaws, policies and procedures; and
- iii) Individuals designated as "lifetime members" by the Board due to their contribution to the sports of surfing and/or SUP and who have accepted such designation. A membership provided under this subsection shall have no term and does not expire other than as otherwise provided for in this By-law

B) Class B members: Class B membership shall be available to the individuals that are National and National Development surf or SUP team members in good standing, or persons selected to become such team members who have:

- a. Signed the Corporation's National or National Development team athlete agreement;
- b. Paid the applicable membership dues and any fees associated with his or her status as a National or National Development team member; and
- c. Fulfilled any other requirements as may be prescribed by the Board .

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

2.02 Membership Qualifications

In addition to other limitations set out in the Act, this By-law or approved by the Board, membership shall be limited to individuals who: i) are at least eighteen years of age; ii) are Canadian citizens, iii) are not currently under sanction pursuant to the World Anti-Doping Code or the Canadian Anti-Doping Program; and iv) have not been convicted of a serious criminal offence for which a Pardon has not been granted. The Board may establish additional restrictions from time to time.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

The membership dues of the Corporation, and the time for the payment of such fees, shall be set by the Board. The Board may establish different fees for different classes of members, and may set a scale of fees for individual categories of members within classes of members based on age, the use of the Corporation's resources, the role of such members or on other criteria as the Board determines relevant. Class A member that are designated as "lifetime members" shall not be obligated to pay membership dues. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

1. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
2. a member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
3. the member resigns by delivering a written resignation to the President or Executive Director of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

4. the member is expelled in accordance with the section on the discipline of members or is otherwise terminated in accordance with the Articles or By-laws;
5. the member's term of membership expires; or
6. the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the Articles, By-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
3. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within twenty (20) days from receipt of the written notice. In the event that no written submissions are received by the president, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal except as permitted under the rules of the Sport Dispute Resolution Centre of Canada.

The Board may make and amend policies and rules relating to the operations of the Corporation, including the conduct of sporting activities in which members participate and the standards and rules governing such participation. Such policies and rules may establish disciplinary means and procedures in addition to, or in substitution for, the means and procedures set out above. If there is a conflict between the provisions of any such policy or rule and the provisions above, then the provisions of such policy or rule shall apply.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or this By-law of the Corporation 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.

4.02 Chair of the Meeting

The President, or, if the President is absent, the Vice President, shall chair all meetings of the members. In the event that the President and the Vice President are both absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any Meeting of Members (unless a greater number of members are required to be present by the Act) shall be 5% of the members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-law or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.05 Conduct of Meetings

The chair of a Meeting of Members will conduct the meeting and determine the procedures to be followed at the meeting. To the extent applicable and provided the same are not inconsistent with this By-law, the rules contained in the current, official version of the Robert's Rules of Order Newly Revised, referenced on the Robert's Rules Association website, shall govern the meeting. The chair's decision on all matters or things, including any questions regarding the validity or invalidity of a form of proxy or other instrument appointing a proxy, shall be conclusive and binding upon the meeting.

4.06 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:

1. 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

2. 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.

4.07 Electronic Meeting of Members

Meetings of Members may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The Board may establish procedures regarding the holding of Meetings of Members by such means.

4.08 Meeting of Members Proxies

Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxy holder, including one or more alternative proxy holders, who shall be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it. A proxy shall comply with the applicable requirements of the Act and other applicable law and may be in such a form as the Directors may approve from time to time or such other form as may be acceptable to the chair of the Meeting of Members at which the instrument of proxy is to be used. A proxy will be acted on only if it is deposited with the Corporation or its agent prior to the time specified in the notice calling the Meeting of Members at which the proxy is to be used or it is deposited with the chair of the Meeting of the Members prior to the time of voting.

4.09 Absentee Voting

In addition to 4.08, pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by mailed in ballot, in accordance with the terms established by the Board or the individuals authorized by the Board to establish the mail-in ballot procedures, or by means of a telephonic, electronic or other communication facility of the Corporation if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification; and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

The results of any ballot shall be reported to the members in an electronic document or other form of document as soon as reasonably possible after the results have been determined.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to this By-law to change this method of voting by members not in attendance at a meeting of members.

SECTION 5 – DIRECTORS

5.01 Election and Term of Directors (other than President)

Subject to the Articles, the members will elect the Directors at the first meeting of members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term of four years, expiring not later than the close of the third annual meeting of members following the election. No Director may serve as a Director for more than three (3) consecutive four (4) year terms except that a person who is elected as President of the Corporation may serve, subject to re-election, a maximum of two (2) consecutive terms as President without regard for any prior terms served as a Director.

The Class A members may elect a total of six (6) directors from among their membership. Class A members may also elect the President.

The Class B members may elect a total of (2) directors from among their membership who shall be designated as “Athlete’s Representatives”; provided that one of the Athlete’s Representatives will be elected by Class B members that are surf athletes and one will be elected by Class B members that are SUP athletes. Class B members may also elect the President.

Transition - For the purpose of establishing staggered terms, in the election held at the first annual meeting after the passage of this By-law the three Directors elected by the class A members and the Director elected by the Class B members with the greatest number of votes shall serve a four (4) year term and the remaining Directors elected shall serve a two (2) year term. For the purpose of this transitional provision only, a term of two (2) years established under this provision will count as a full four (4) year term in determining a particular Director's term limits.

5.02- Election and Term of President

Election of President – In addition to the directors elected above, all members may elect a President, who will serve for a term of 4 years, and a maximum of two consecutive terms. The person so elected is automatically a director of the Corporation.

5.03 Vacancy on the Board

If a vacancy occurs on the Board, then the Board may elect an individual to replace the vacancy so created. The person elected will hold the office until the next Annual General Meeting of members, at which time an election will be held to fill the vacant position for the unexpired portion of the term.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice President or any two (2) Directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a meeting.

6.02 Notice of Meeting

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 7 days before the time when the meeting is to be held by one of the following methods:

1. delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
2. mailed by prepaid ordinary mail to the Director's address as set out in (a);
3. by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
4. by an electronic document in accordance with Part 17 of the Act.

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. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.05 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

SECTION 7 – OFFICERS

7.01 Description of Offices

1. **President** - The President is elected by the members in accordance with this by-law and shall be a Director of the Corporation and shall, when present, preside at all meetings of the Board of Directors and Meetings of Members. The President shall have such other duties and powers as the Board may specify.

2. **Vice President**- The Vice President, if one is to be appointed, shall be elected by the Board from among the Directors for a term of two years provided that no Director may serve more than three consecutive two years terms as the Vice President. If the President is absent or is unable or refuses to act, the Vice President, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice President shall have such other duties and powers as the Board may specify.

3. **Executive Director** – If appointed by the Board, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. If no Executive Director is appointed their duties and responsibilities are to be carried out by the President.

4. **Secretary** – If appointed by the Board, the Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

5. **Treasurer** - If appointed by the Board from among the Directors for a term of two years, the Treasurer shall have such powers and duties as the Board may specify.

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.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

1. the Officer's successor being appointed,
2. the Officer's resignation,
3. such Officer ceasing to be a Director (if a necessary qualification of appointment) or
4. such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy except that if the office of President becomes vacant the Vice President shall serve as the Acting President until the next annual meeting of the members at which time the Members shall elect a new President to serve the balance of any term then remaining. If the Vice President is unable or unwilling to serve as Acting President, the Board may elect an Acting President from among the Directors. For the purpose of the term limits set out above any partial term served as a result of becoming the Acting President shall not count as a four year term as President.

SECTION 8 – Indemnification of Directors and Officers

8.01 - Indemnification

The Corporation will indemnify and defend out of the funds of the Corporation each Director and Officer from and against any and all claims, demands, actions or costs which may be incurred as a result of occupying the position or performing the duty of a Director or Officer.

The Corporation will not indemnify or defend a Director, Officer or any other person for acts of fraud, dishonesty or bad faith.

8.02 - Insurance

The Corporation shall purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, this By-law or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; or
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Invalidity of any provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

9.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 - DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this By-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law except as permitted pursuant to the rules of the Sport Dispute Resolution Centre of Canada.
4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 24th day of March, 2017 and confirmed by the members of the Corporation by special resolution on the 24th day of March, 2017.

Dated as of the 24th day of March, 2017.

PRESIDENT