

On Behalf of the Board of Directors

The conduct of business at the annual meeting of members is governed by our By-Law No. 1 and regulations.

The By-Law and regulations provide a framework but do not answer every question or provide a guide to every procedural matter. At times, it is necessary to look to The Canada Not For Profit Corporations Act (<http://laws.justice.gc.ca/PDF/C-7.75.pdf>) or, in cases of procedure, a source such as Robert's or Bourinot's Rules of Order or similar for guidance.

In the past 24 hours, a question has been raised with respect to the proper procedure to bring motions before the annual meeting of members. This question touches upon the rights of members to raise matters of concern at the annual meeting. Equally, it also touches upon the rights of members not present to be made aware and fully informed of such matters of concern so that they are able to understand the matters, are able to form a view and then make that view known.

This is an instance in which The Canada Not For Profit Corporations Act must be consulted to provide guidance because the By-Law and regulations of the Canadian Ski Patrol are silent.

In short, motions and proposals must be submitted in advance to comply with prior notice and in sufficient detail to be accepted.

However, it is important to state that good order is not a means to prevent discussion or debate. There is an absolute *willingness to accept matters that might have been submitted as motions as statements of interest / micro-reports / member consultations. At no time should there be any sense that your board or management is unwilling to talk to any member or receive a comment, advice or complaint.* While the sections of The Canada Not For Profit Corporations Act do not support motions at an annual meeting of members without prior notice, members are encouraged to stand to be recognized under Agenda Item 13 "Other Business As May Be Properly Recognized". It is not necessary for concerns or advice to be framed as a motion to get *respectful and meaningful consideration.*

The following sections are abridged for brevity. Please refer to The Act through the link included above. (Emphasis added for clarity.)

Sec 162 (1): the corporation shall give members...notice of time and place of the meeting in accordance with the bylaw... (i.e., By-Law Section 2.04: 21 to 60 days notice by mail or 21 to 35 days by electronic means).

Sec 162 (9): all business transacted at a special meeting and all business transacted at an annual meeting of members except for

- consideration of the financial statements
 - public accountant's report
 - election of directors
 - re-appointment of the incumbent public accountant
- is special business**

Sec. 162 (10): notice of a meeting of members at which special business is to be transacted shall:

- a) state the nature of the business in sufficient detail to permit a member to form a reasoned judgement on the business, and**
- b) state the text of any special resolution to be submitted to the meeting.**

Sec. 163 (1): a member entitled to vote at an annual meeting of members may

- a) submit to the corporation notice of any matter the member proposes to raise at the meeting, referred to in this section as a "proposal"; and**
- b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

Sec. 163(2): the corporation shall include the proposal in the notice of meeting required under 162.

In brief, special business and a proposal both have requirements which must be met in order to be considered at a meeting of members. A special meeting must be called for special business which requires notice under Bylaw 2.04 as well as the explanatory material under Sec. 162 (10). A proposal at a meeting of members under Sec. 163(1) must be published at the time the meeting is called, again under the provisions of Bylaw 2.04.

Agenda Item 13 "Other Business As May Be Properly Recognized" would be the time to stand and deliver concerns to the entire meeting of members.

On behalf of the board of directors,
with respect,

Richard Asselin



Richard Asselin,
National Director and
Corporate Secretary
Canadian Ski Patrol

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