

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
N.B Alpine Inc.

BE IT ENACTED and it is hereby enacted as a by-law of **N.B. Alpine Inc.** (hereinafter called the "Company") as follows:

MISSION AND VISION

1. The mission and vision of the Company shall be as follows:

Mission: NB Alpine develops, supports and delivers quality alpine ski racing programs in collaboration with its member clubs. We encourage broad based participation and excellence where participants can achieve personal growth and success in a safe and fair environment.

Vision: Promote a lifelong enjoyment of and excellence in ski racing.

HEAD OFFICE

2. The head office of the Company shall be in the City of Fredericton, in the Province of New Brunswick (the "Province") and at such place therein as the directors of the Company may from time to time by resolution determine.

MEMBERSHIP

3. Membership in the Company shall be open to all members in good standing of alpine ski clubs operating in the Province (a "New Brunswick Club") and to all members in good standing of alpine ski clubs operating in any other province which have become affiliated with the Company (an "Affiliated Club") and who have agreed to abide by the by-laws, rules and policies of the Company and Alpine Canada Alpin as established by the board of directors of the Company and by Alpine Canada Alpin from time to time.

4. There shall be the following classes of membership in the Company and each class of membership shall be entitled to the rights hereinafter set forth.

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| (a) Regular members | An applicant for regular membership must be an active member in good standing of a New Brunswick Club or an Affiliated Club (hereinafter a "Club") and must have paid the annual fees for such membership in the Company as established by the board of directors from time to time. |
| (b) Honorary members | The board of directors may from time to time honorary members. An honorary member need not be a member of a Club but he or she |

shall be a person who has, in the opinion of the board of directors, distinguished himself or herself in the sport or cause of alpine skiing.

5. The Company shall maintain a register containing the names, addresses and such other information pertaining to members as determined by the board of directors from time to time.
6. Only regular members shall be entitled to receive notices of meetings of the members of the Company and to vote at such meetings.
7. Honourary members may, upon the invitation of the board of directors, attend a meeting of the members of the Company, but they shall not be entitled to vote on any resolution.
8. A member of the Company may be removed from the Company register for cause upon the passing of a resolution by at least two-thirds of the votes cast at a special general meeting of the members of the Company. Thereafter such member shall have no right to participate in the affairs of the Company nor to attend or participate in meetings of the members nor stand for election to the Board of Directors.

BOARD OF DIRECTORS

9. The affairs of the Company shall be managed by a board of nine (9) directors of whom at least one (1) director shall be a member of each of the New Brunswick Clubs and of whom no more than four (4) directors shall be members of any one New Brunswick Club. A quorum of the directors required for the transaction of the business of the board of directors shall be four (4) directors and such quorum must consist of directors who are members of New Brunswick Clubs comprising at least one half (1/2) of all of the New Brunswick Clubs.
10. Directors shall be regular members in good standing of the Company. No person may be a director if he or she is under the age of nineteen years, or if he or she is of unsound mind and has been so found by a court in Canada or elsewhere, or if he or she has the status of bankrupt.
11. The terms of office of the members of the board of directors shall be for three (3) years and such terms shall be staggered such that each year one third (1/3) of the members of the Board shall be elected at the annual general meeting of the members of the Company.
12. So long as a quorum of directors remains in office, any vacancy occurring in the board of directors may be filled by such directors as remain in office, and a director so appointed shall hold office for the unexpired term of the vacating director;
13. Retiring directors may be re-elected for a maximum of three (3) consecutive terms.
14. A director ceases to hold office when
 - (a) he or she dies or resigns;
 - (b) he or she is removed by resolution of the members passed by a 2/3rds

majority at a meeting called for that purpose; or

(c) he or she ceases to be qualified in accordance with section 10, above; or

(d) his or her term of office expires.

15. A retiring director shall remain in office until the termination of the meeting of the members at which his/her successor is elected.

16. Meetings of the board of directors shall be held at least six (6) times each year. Meetings of the board of directors may be held at any place within or outside the Province of New Brunswick, no formal notice being required if all the directors are present or if the directors absent have signified their consent to such meeting. In other cases directors' meetings may be formally called by the President, or by any two directors, or by the Secretary on the direction of the President or any two directors. Notice of such meeting shall be delivered to each director by mail or electronic mail or any other means of written communication such that the notice is received at least five (5) business days before the meeting.

17. For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special general meeting of members or for a meeting of the board of directors at which a director is appointed to fill a vacancy on the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order to constitute the meeting, provided a quorum of the directors is present.

18. Questions arising at any meeting of directors shall be decided by a majority of votes. In the event of an equality of votes, the chairperson of the meeting may vote to determine the question.

19. A director may participate in any meeting of the board of directors by means of telephone or other communications facilities that permit all persons participating in the meeting to hear one another and a director participating in a meeting by those means shall be deemed to be present at that meeting.

20. The duties of the members of the board of directors shall include:

(a) to manage the affairs of the Company;

(b) to participate in meetings, and to decide all questions arising and not otherwise provided for in the by-laws;

(c) to actively participate in committee work;

- (d) to consider the recommendations of committees;
- (e) to develop and review and adjust annually, or otherwise as they determine necessary, a long-range development plan for the Company and to establish annual goals and priorities;
- (f) to consider and recommend to the members amendments to these bylaws as they deem necessary;
- (g) to foster and develop policies and procedures for the operations of the Company and or good governance and to consider and recommend them to the members;
- (h) to work to ensure the financial integrity of the Company;
- (i) to actively participate in and support Company fund-raising ventures;
- (j) to establish committees necessary for the proper functioning of the Company and the board of directors and to appoint chairs and members of committees;
- (k) to determine the fees and assessments of members and establish policies for the payment and collection of such fees and assessments;
- l) to engage an executive director and a technical director and such other employees or consultants as they determine necessary or desirable for the proper functioning of the Company; and
- m) generally such duties or tasks as may be assigned to the board of directors by the members at any annual or special meeting of the members and as determined to be necessary and in the best interests of the Company.

ELECTION OF DIRECTORS

21. A Nominating Committee shall be established by the board of directors of the Company to administer the annual election of the directors. The Past-President shall be the chairperson of the Nominating Committee.

22. The Secretary shall, at least 90 days before each annual general meeting of the members of the Company, give written notice to the regular members of the vacancies to be filled on the board of directors at the election of directors at the annual general meeting, which notice shall include the following:

- (a) the number, if any, of vacancies to be filled;
- (b) the names of the retiring members, and
- (c) the number of terms and the dates during which each retiring director previously served.

23. Nominations for candidates to fill the vacancies shall be considered open from the date the Secretary sends the notice mentioned above and shall remain open until 5:00 pm on the day before the annual general meeting. Nominations must be supported by the signatures of two (2) members of the Company in good standing. All nominations and applications shall be sent to the Secretary who shall transmit them to the Nominating Committee.

24. The Nominating Committee shall ensure that all candidates are eligible for election in accordance with these by-laws and that there are candidates for election representing each of the New Brunswick Clubs. The Nominating Committee may, at any time before the meeting at which the election is to take place, add to the list of candidates any one or more additional persons eligible to be candidates.

25. The Nominating Committee shall submit its report to the annual general meeting at which the election is to occur indicating the names of the candidates for the vacancies and of the New Brunswick Clubs of which such candidates are members.

26. Notwithstanding that the Nominating Committee has made its report, the President shall call for nominations from the floor at the meeting. Any eligible person who is present at the meeting may be nominated for election and such person's name shall be added to the list of candidates submitted prepared by the Nominating Committee.

27. Elections of members of the board of directors shall be by way of secret ballot.

28. In administering the election of the directors the Nominating Committee may determine such additional procedures not inconsistent with these bylaws as it considers necessary or desirable to more effectively carry out such elections.

EXPENSES AND INDEMNIFICATION OF DIRECTORS

29. The directors shall serve the Company as directors without any remuneration whatsoever. Provided however, that the directors shall be entitled to be paid their travelling and other expenses necessarily and properly incurred in connection with the affairs of the Company.

30. Each and every director of the Company shall assume office on the express understanding, agreement and condition that every director of the Company and his or her heirs, executors, administrators, personal representatives and assigns respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Company from and against all costs, losses, charges and expenses whatsoever that such director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and also from and against all other cost, losses, charges and expenses whatsoever, including travelling expenses, that he or she sustains or incurs in or about or in relation to the affairs of the Company except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default.

31. No director or officer for the time being of the Company shall be liable for the acts, neglects or defaults of any other member, director or officer or employee of the Company or for joining in any act or for any loss, damage or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever that may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

32. The directors of the Company are hereby authorized from time to time to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Company. Any action from time to time taken by the board under the authority of this by-law shall not require approval or confirmation by the members.

33. The Company may enter into contracts and transact business with one or more of its directors or officers, or with any firm of which one or more of its directors and officers are members or employees, or with any other company or association of which one or more of its directors or officers are shareholders, directors, officers or employees. Such contracts or transactions shall not be invalidated or in any wise affected by the fact that such director or directors or officer or officers have or may have interests therein which are or might be adverse to the interest of the Company, provided, however, that in any such case the fact of such interest shall be disclosed to the other directors or shareholders acting upon or in reference to such contract or transaction.

BORROWING POWERS OF DIRECTORS

34. The directors of the Company may from time to time without obtaining approval of the members:
- (a) borrow money upon the credit of the Company in such amounts and upon such terms as may be deemed necessary;
 - (b) mortgage, pledge or otherwise grant security over the real or personal property of the Company to secure any liability of the Company, and
 - (c) invest, loan or otherwise deal with the monies or other property of the Company not immediately required in such manner as they may from time to time determine.

OFFICERS

35. There shall be a President, Past-President, Vice-President, Secretary and Treasurer and such other officers as the board of directors may by resolution appoint. More than one office may be held by any one person.
36. The officers shall be members of the board of directors of the Company and shall be appointed by the board of directors at the first meeting of the board of directors after the annual election of directors to hold office until after the next annual election. Officers may also be appointed by resolution of the board of directors as necessary from time to time.
37. The President shall, when present, chair all meetings of the Company and of the board of directors.
38. The Vice-President shall be vested with all the powers and shall perform all the duties of the President if the President is absent or unable to or refuses to act.
39. The Secretary shall be, by virtue of his or her office, clerk of the board of directors; he or she shall attend all meetings of the board and of the members and shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall keep or cause to be kept a book or books wherein shall be kept recorded:
- (a) a copy of the Letters Patent incorporating the Company and of any Supplementary Letters Patent, and of all the by-laws of the Company;
 - (b) a register of the names alphabetically arranged of all persons who are or have been members of the Company and also of the address and calling of every such person while a member, as far as can be ascertained;

(c) the membership fees paid in and remaining unpaid respectively for each member;

(d) the names, addresses and callings of all persons who are or have been directors of the Company, with the several dates at which each became or ceased to be a director; and

(e) the minutes of all meetings of members and of the board of directors.

40. The Treasurer shall be, by virtue of his or her office, Assistant Secretary and shall be vested with all the powers and shall perform all the duties of the Secretary in the event of the absence or inability or refusal to act of the Secretary. The Treasurer shall oversee the Company's banking and general financial business and the preparation of financial statements annually and otherwise as required by the board of directors.

41. The President shall be the chief executive officer of the Company with power to delegate to the other officers, and shall be responsible as such to the board of directors. The President shall supervise the Secretary and Treasurer in fulfillment of their duties and shall ensure that full and accurate accounts are kept of receipts, disbursements, funds and investments of the Company, shall be responsible for supervision of the Company's banking and general financial business and for the preparation of monthly and annual financial statements and as otherwise required by the board of directors. The Past-President shall perform such duties as assigned by the board of directors from time to time.

42. The Past-President shall be the chair of the Nominating Committee and shall perform such other tasks and duties as directed by the board of directors from time to time.

43. The duties of such other officers as the board of directors may by resolution appoint shall be determined by resolution of the board of directors.

COMMITTEES

44. The board of directors may from time to time establish and appoint the members of committees to which may be delegated specified functions by the board of directors.

45. Minutes shall be kept of all meetings of committees and the minutes of the meetings of all committees shall be tabled at the next meeting of the board of directors or otherwise as required by the board of directors from time to time.

46. Unless these by-laws or the board of directors has appointed a chairperson and/or a secretary for the committee, each committee shall annually elect from their number a chairperson and a secretary and the chairperson of any committee, in the event of an equality of votes, shall have, in addition to his or her original vote, a second or casting vote.

ANNUAL AND SPECIAL GENERAL MEETING OF MEMBERS

47. Annual general meetings of members shall be held in the Province of New Brunswick at such time and place as may be determined by resolution of the directors and in any event shall be held no later than October 31 in each year.

48. The order of business at each annual general meeting shall be as follows unless otherwise determined by the board of directors:

- a) welcome and call to order;
- b) quorum determination and voting procedures;
- c) approval of agenda;
- d) review and approval of minutes of previous annual general meeting and business arising from the minutes;
- e) reports of officers, committees, employees, consultants and otherwise as determined by the board of directors;
- f) appointment of auditors;
- g) amendments to by-laws;
- h) elections;
- i) new business;
- j) date for next annual general meeting; and
- k) adjournment.

49. No public notice or advertisement of members' meetings, annual or special, shall be required but notice of the time and place and purpose of such meetings shall be sent by mail or electronic mail to each member to his address stated in the Company's register not less than twenty (20) days before the meeting is to take place.

50. A proposed agenda shall be sent by mail or by electronic mail to all members not less than ten (10) days in advance of each annual general meeting together with the text of any proposed resolution.

51. Ten members present and representing at least one half of the New Brunswick Clubs shall constitute a quorum at all general meetings of the Company.

52. A special general meeting of members of the Company shall be held for the transaction of business whenever the board of directors determines such meetings are necessary and in the best interests of the Company.

53. At all meetings of members each regular member shall be entitled to one vote. Members may not vote by proxy.

54. At all meetings of members every question shall be decided in the first instance by a show of hands of the regular members unless a secret ballot be demanded by any regular member.

55. Questions arising at any meeting of directors as well as the Annual General Meeting shall be decided by a majority of votes. In the event of an equality of votes, the Chairperson of the Annual General Meeting may vote to determine the question.

MISCELLANEOUS

56. Any procedural question arising in respect of meetings of the members, the board or any committee that is not otherwise provided for in these bylaws and not settled by the decision of the majority at the meeting may, at the option of the chair of the meeting, be resolved by reference to the most recent available edition of a recognized authority on rules of order such as Wainberg's Company Meetings, Roberts Rules of Order or Kerr and King on Procedures for Meetings and Organisations.

57. Unless otherwise provided by resolution of the board of directors, all contracts, documents or instruments in writing that require execution by the Company shall be executed by the signatures of any two of the following: the President, the Vice-President, the Secretary, the Treasurer and the Executive Director; provided that if any officer holds more than one office he or she may sign only once.

58. The fiscal year of the Company shall end August 31 in each year.

ENACTED by the Board of Directors of NB Alpine Inc. this 19 day of October, 2014.

 Nicole Smith
President

Secretary