

CANADIAN SKI INSTRUCTORS' ALLIANCE NOTICE OF MEMBERS' ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of members of the Canadian Ski Instructors' Alliance (the "CSIA") will be held at the Chateau Lake Louise, Alberta, in the Mount Temple A room on Wednesday, November 26, 2008 at 4:30 p.m. local time, for the following purposes:

1. To receive the financial statements of the CSIA for the year ended June 30, 2008, together with the report of the Directors and the Auditor thereon.
2. To appoint an Auditor and authorize the Directors to fix the remuneration of the Auditor.
3. To evaluate and if needed, adopt a special resolution authorizing the amendments to the general by-laws as listed below.
4. To transact such further business as may properly be brought before the meeting or any adjournment thereof.

DATED this 15th day of October, 2008

By order of the Board of Directors



Gilbert Gratton
Chairman

Amendments to the general by-laws

It is proposed that Sections 4.04 (a), 4.04 (b), 4.07, 5.06, 5.08, 5.13, 6.05, 6.09 of the general regulations of the Canadian Ski Instructors' Alliance be modified in the following way:

Honorary Member

4.04 (a) An honorary member of CSIA is any person who has been designated as such by the directors on the basis of such person's contribution to CSIA or to the sport of skiing. (Previous text repealed)

25-Year Member

4.04 (b) (Paragraph repealed)

Membership Dues

4.07 All members, except honorary and 25-Year members, shall be required to pay such annual dues as may from time to time be established by the directors. The directors may, in their discretion, waive the requirement for any member to pay dues. Any member whose dues are in arrears for a period in excess of twelve (12) months shall be suspended as a member of CSIA, unless the directors have waived the requirement for such member to pay his dues. Any member, who has been suspended as a member for non-payment of dues shall be reinstated as a member upon payment to CSIA of such fees or dues as the directors may from time to time prescribe.

Right to Vote

5.06 All members, except members who have been suspended or who have not paid their membership dues, shall be entitled to vote on all matters to be considered by members. For the purposes of determining the residence of a member for voting, a member shall be deemed to reside at the place recorded in the books of the CSIA as the permanent address for such member unless the member's notice of affiliation with another region is received in the identified time line and accepted by the CSIA head office.

Proxies

5.08 Each member entitled to one vote. Every member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternate proxy holders, as the nominee of such member to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy. A proxy shall be in writing in a form approved by the CSIA board and may be in electronic format executed by the member or his attorney and shall conform with the requirements of the Act. All proxy holders must be members entitled to vote at the meeting. No member shall be entitled to vote more than ten (10) proxies at any meeting of members except the Chairman or his designate(s) who shall vote all proxies appointing the Chairman as proxy holder in the manner specified in such proxies. Each proxy shall be either delivered in person, by mail, or fax, or by electronic submission, in such form as is approved by the CSIA board from time to time, to the head office of the CSIA no later than seven (7) business calendar days prior to the meeting.

Mail-In, Fax, Electronic Ballots

5.13 The directors may, at any time, determine that any matter to be considered by the members shall be determined by mail-in ballot, fax-in ballot, or electronic ballot, rather than at a meeting of members and, in such event, the directors shall also determine:

Term - Change in the length of time of the term of re-election

6.05 Directors who are elected pursuant to subsections 6.01 (a) to (f) shall be elected in rotation to hold office for a term of up to three (3) years. Each term shall expire on May 1 in the final year of the term. Directors shall be eligible for re-election to the board for (1) additional term to a maximum term of office of three (3) years. Any member who is elected or appointed to fill a vacancy in the office of a director or who is initially elected or appointed for a term of less than three (3) years shall, for the purposes of calculating the terms of office permitted, be considered to have commenced his term of office on the date of his election or appointment; however, any director who has been elected or appointed for a period of less than twelve (12) months shall remain eligible to serve two terms totalling six (6) years.

Vacancies

6.09 Subject to the Act and this by-law, the directors remaining in office shall fill a vacancy in the board as soon as is reasonably practical following the creation of such a vacancy by either appointing a director or electing a director in accordance with these by-laws. A director appointed to fill a vacancy shall hold office for the unexpired term of his predecessor.

Information Circular

This Information Circular is provided by the directors of the Canadian Ski Instructors' Alliance (the "CSIA") in connection with the Annual General Meeting of members (the "Meeting") to be held on Wednesday, November 26, 2008 at the Chateau Lake Louise, Alberta.

Proxies

Members who are unable to attend the Meeting in person may complete and return the form of proxy published on the CSIA website at snowpro.com. No member shall be allowed to vote more than 10 proxy votes except the Chairman of the meeting who shall vote all proxies appointing him as proxy holder in the manner specified in such proxies. Proxies are **not** being solicited by or on behalf of management or the current directors of the CSIA.

The Meeting

The Meeting has been called for the purposes set out in the accompanying notice, namely, to receive the financial statements for the year ended June 30, 2008 and the report of the administrators and the auditor thereon; and to appoint an auditor and authorize the administrators to fix the remuneration of the auditor for the CSIA.

Election of Directors

The board of directors of the CSIA consists of six (6) elected and voting persons. In addition, the Canadian Ski Coaches Federation appoints one (1) voting director and the Canadian Association of Snowboard Instructors appoints one (1) non-voting director. The Past Chairman of the CSIA is an ex-officio non-voting member of the board of directors.

In accordance with CSIA's By-Laws, the term of office for the Director of the Central and Quebec regions will expire on May 1, 2009.

Election Process

Profiles of all Nominees will appear in the Winter 2009 Edition of Ski Pro. Ballots are available on our website [homepage](#) at snowpro.com, for use by those members residing in the Central and Quebec regions.

Qualification

6.4 The following restrictions shall apply to the election and appointment of directors:

- (a) Only members who reside in a particular region may be elected by the members of such region pursuant to subsections 6.01 (a) to (f).
- (b) No member who is an administrator of the Canadian Ski Coaches Federation or an administrator of the Canadian Association of Snowboard Instructors shall be qualified for election to the board of directors of the CSIA by the members pursuant to subsections 6.01(a) to (f).
- (c) No member who is an employee of the CSIA or who is a contractor providing services to the CSIA as a Level 1 Course Coordinator, a professional development program Coordinator or a program Coordinator shall be qualified for election or appointment as a director, provided that this subsection shall not be interpreted so as to preclude the Chief Executive Officer from holding office as a director in accordance with subsection 6.01(i).
- (d) No member who is less than eighteen (18) years of age; of unsound mind, and has been so found by a Court in Canada or elsewhere; not an individual; or who does not have the power under law to contract shall be qualified for election or appointment as an administrator.
- (e) No member who is not a resident of Canada shall be qualified for election or appointed as an administrator.

Nomination at Large

Any member in good standing who wishes to stand for election to the Board of Directors for either position in question must, no later than November 30 of this calendar year prior to the calendar year in which the election is to take place, submit a nomination, supported by not fewer than ten (10) members in good standing, to the secretary of CSIA's Head Office.

Nomination Form

Name of member standing for election: _____

From the Quebec region Member Number: _____

From the Central region Member Number: _____

List of 10 supporters:

Name	Member #	Name	Member #
1. _____	_____	6. _____	_____
2. _____	_____	7. _____	_____
3. _____	_____	8. _____	_____
4. _____	_____	9. _____	_____
5. _____	_____	10. _____	_____

Appointment of Auditor

It is proposed that Mongiat Bernucci Chartered Accountants, be reappointed as the auditor of the CSIA and that the remuneration of the auditor be fixed by the administrators in a manner consistent with past practice.

Other Matters

The board of directors knows of no matters to come before the Meeting other than the matters referred to in the Notice of Meeting.

Approval of Information Circular

The contents and sending of this Information Circular have been approved by the board of directors.

DATED October 15th, 2008



Gilbert Gratton
Chairman