

Masters Swimming Canada / Maîtres Nageurs Canada BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Masters Swimming Canada / Maîtres Nageurs Canada, a Canadian corporation.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a. *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b. *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting. The Auditor will not be an Employee or a Director of the Corporation;
- c. *Board* – the Board of Directors of the Corporation;
- d. *Corporation* – Masters Swimming Canada / Maîtres nageurs Canada;
- e. *Days* – will mean total days, irrespective of weekends or holidays;
- f. *Delegate* - an individual who is a Masters Swimmer appointed by a Regular Member to represent the Regular Member;
- g. *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- h. *Executive Director* – an individual appointed by the Board of Directors to manage the affairs and programs of the Corporation;
- i. *Officer* – an individual appointed to serve as an Officer of the Corporation pursuant to these Bylaws;
- j. *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of Members for which proper notice has been given;
- k. *Registrant* – any of the following who have applied for registration as a Registrant with the Corporation, who have agreed to abide by the Corporation’s Bylaws, policies, rules and regulations and who have been accepted as a Registrant with the Corporation:
 - i. A “Masters Swimmer” is a person registered with the Corporation as a swimmer. Every Masters Swimmer must be registered with a Provincial Member and have a registered Club affiliation;
 - ii. A “Coach” is a person registered with a Member Club and/or a Provincial Member, and/or the Corporation as a coach;
 - iii. An “Official” is a person acting as an official for competitive swimming competitions.
- l. *Special Resolution* – a resolution passed by no less than two-thirds (2/3) of the votes cast at a meeting of the Board or a meeting of Members for which twenty-one (21) days notice has been provided. A resolution signed by all the Members entitled to vote at a meeting of the Board or meeting of Members.

1.3 Registered Office – The registered office of the Corporation will be located in the province of Ontario at such address as the Board may determine.

1.4 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.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any

provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.8 Conduct of Meetings - Unless otherwise specified in the *Act* or these Bylaws, meetings of Members, Committees and the Board will be conducted according to Roberts Rules of Order (current edition).

1.9 Language – This Bylaw has been drafted in English, the Official French text is a translation only and in the case of conflicting interpretation, the English text will prevail.

1.10 Affiliation – The Corporation will be affiliated with the Aquatic Federation of Canada and Fédération Internationale de Natation (FINA).

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Corporation has the following categories of membership:
a. Regular Members

Qualifications for Membership

2.2 Regular Members – Any organization, association or corporation which meets the following qualifications:
a. Recognized by the Corporation as the sole governing body for the sport of masters swimming in a particular Province or Territory; or
b. An organized masters swimming club with at least two (2) registered masters swimmers.

Admission of Members

2.3 Admission of Members - No organization, association or corporation will be admitted as a Member of the Corporation unless:

- a. The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b. The candidate member's application includes the name and contact information for the Delegate/contact person for the candidate member.
- c. If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d. If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- e. The candidate member has paid dues as prescribed by the Board; and
- f. The candidate member has been approved by majority vote as a Member by the Board or by any committee or individual delegated this authority by the Board.

2.4 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

2.5 Year - Unless otherwise determined by the Board, the membership year of the Corporation will be September 1st – August 31st.

2.6 Dues – Membership dues and registration fees will be determined annually by the Board of Directors. Registration fees and contact information collected by a Member will be submitted to the Corporation in the manner prescribed by the Corporation. Masters Swimmer fees will be submitted in conjunction with a list which includes their name, sex, address, email address, date of birth and affiliated Member Club. Coach, and Official fees will be submitted in conjunction with a list that includes their name, address and email address.

Withdrawal and Termination of Membership

2.7 Resignation – A Member may resign from the Corporation by giving a written notice to the Secretary. The Member's resignation will become effective the date on which the request is approved by the Board. Notwithstanding resignation, a former member remains liable for any membership or registration fees or other monies due or owing prior to the resignation and membership fees already paid will not be refunded.

2.8 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.9 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.10 Discipline – In addition to expulsion for failure to pay membership dues and disclosing Membership lists, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.11 Removal by Membership – A Member may be removed by two-thirds vote of the Members present at an Annual Meeting or Special Meeting, provided the Member has been given written notice of and the opportunity to be present and to be heard at such a meeting.

2.12 Removal by Directors – A Member may be removed by three-fourths vote of the voting Directors present at a Meeting of Directors, provided the Member has been given written notice of and the opportunity to present and to be heard at such meeting.

Good Standing

2.13 Definition – A Member of the Corporation will be in good standing provided that the Member has:

- a. Not ceased to be a Member;
- b. Not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c. Completed and remitted all documents as required by the Corporation;
- d. Complied with the Bylaws, policies, rules and regulations of the Corporation;
- e. Not and is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f. Paid all required membership dues and fees.

2.14 Cease to be in Good Standing - Members who cease to be in good standing will not be entitled to the benefits and privileges of membership, including the right to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above to the satisfaction of the Board of Directors.

2.15 Cease to be a Member - A member who is deemed not in good standing for a period of twelve (12) consecutive months will cease to be a member.

ARTICLE III

MEETINGS OF MEMBERS

- 3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.
- 3.2 Special Meeting - A Special Meeting of the Members may be called at any time by the President, by at least four (4) Directors or upon the written notice of five percent (5%) or more of the Members of the Corporation. Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 Location and Date - The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting.
- 3.4 Meetings by Telephone - A meeting of the Members may be held by telephone conference call if doing so is approved by 10% of Members. Any Member who is unable to attend a meeting may participate in the meeting by telephone conference. Members who participate in a meeting by telephone conference are considered to have attended the meeting.
- 3.5 Notice - Written notice of meetings of Members will be given to all Members at least forty-five (45) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions. No notice of a meeting of the Members is required if all Members waive notice, or if those absent consent to the meeting being held in their absence.
- 3.6 Agenda – The agenda for the Annual Meeting will at least include:
- a. Call to order
 - b. Establishment of Quorum
 - c. Appointment of Scrutineers
 - d. Approval of the Agenda
 - e. Declaration of any Conflicts of Interest
 - f. Adoption of Minutes of the previous Annual Meeting
 - g. Board, Committee and Staff Reports
 - h. Report of Auditors
 - i. Appointment of Auditors
 - j. New Business
 - k. Election of new Directors
 - l. Adjournment
- 3.7 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least thirty (30) days prior to the meeting date or such new business may be accepted upon the sole discretion of the President or designate regardless of the notice requirement.
- 3.8 Quorum – Ten (10) Members will constitute a quorum.
- 3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.10 Adjournments – Any meeting of Members may be adjourned to any time to any other time and date. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting provided proper notice has been provided for the adjourned meeting.

3.11 Language – All notices, reports and resolutions to be distributed and/or decided at a meeting of Members will be distributed in both the French and English language.

Voting at Meetings of Members

3.12 Voting Privileges - Members will have the following voting rights at all meetings of Members:
a. Members - the Delegate, or an alternate Delegate, may attend and participate in meetings and is entitled to one (1) vote.

3.13 Member Delegate – Members will provide written notice to the Corporation, at least seven (7) days prior to a meeting of Members, of a change of the Delegate representing the Member, or the appointment of an alternate Delegate. Delegates must be in good-standing with the Member or, if swimmers are not a membership category of a provincial member, the Delegate for the provincial member must be in good-standing with a club that is in good standing with the provincial member.

3.14 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.15 Proxy Voting – There shall be no voting by proxy.

3.16 Determination of Votes - Voting will be by a show of hands or orally, or via e-mail, online, telecommunications, mail or fax if absent from the meeting. Except as otherwise provided in the Act or these Bylaws, the majority of votes of Members who vote will decide each issue. In the case of a tie, the person presiding at the meeting is entitled to a vote to break the tie.

3.17 Email, Mail, Online or Fax Voting - A Delegate unable to attend a meeting of members may vote online or via email, fax or mail provided the proper voting ballot is executed by the Delegate in accordance with the definition of written notice defined in Section 8.1 and is received by the Corporation three (3) days prior to the meeting of Members.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of eight (8) Directors.

4.2 Composition of the Board - The Board of Directors of the Corporation will consist of eight (8) elected Directors at Large.

Election of Directors

4.3 Eligibility - Any individual who is eighteen (18) years of age or older and has the power under law to contract and is registered with the Corporation as a Masters Swimmer and is in good standing may be nominated for election as a Director.

4.4 Nominating Committee – The Nominating Committee will be comprised of three individuals as appointed by the Board of Directors.

4.5 Duties – The Nominating Committee will be responsible to solicit nominations for the election of the Directors.

4.6 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee; and be submitted to the Registered Office of the Corporation forty-five (45) days prior to the

Annual Meeting.

4.7 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.8 Circulation of Nominations - Valid nominations will be circulated to Member Delegates fourteen (14) days prior to the elections.

4.9 Election – The election of Directors will take place at each Annual Meeting as follows:

- a. Four (4) Directors at Large will be elected by the membership at each Annual Meeting.

4.10 Decision – Elections of Directors at Large will be decided by majority vote of the Member Delegates in accordance with the following:

- a. One – four valid nominations – Winners declared by acclamation.
- b. Five or more valid nominations – Winners are the four nominees receiving the greatest number of votes. In the case of a tie for the fourth Director’s position, a runoff vote will be conducted. Only those Member Delegates in attendance at the meeting of members are entitled to vote and only those nominees who were tied for the final position will appear on the ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.11 Francophone Director – In the event that there are no francophone Directors holding a position as a Director at the time of elections and there are francophone candidate(s) nominated for a position as a Director, the francophone nominee receiving the most votes, or in the case of one francophone nominee, receiving one vote, will be elected to a position as a Director. In the event there are francophone Directors holding a position as a Director at the time of elections or there is no francophone nominated for a position as a Director, elections for Directors will take place in accordance with Section 4.10.

4.12 Terms - Elected Directors will serve from the conclusion of the meeting at which they were elected until the end of the second Annual Meeting after they were elected, and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors are eligible to serve a maximum of three (3) consecutive terms. A director who becomes President in the final year of his or her third consecutive term is eligible to serve a fourth consecutive term.

Resignation and Removal of Directors

4.13 Resignation - A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office - The office of any Director will be vacated automatically if:

- a. The Director misses three (3) consecutive Board meetings without the prior approval of the President;
- b. The Director is found by a court to be of unsound mind;
- c. The Director becomes bankrupt;
- d. The Director dies.

4.15 Removal – An elected Director may be removed by majority vote of the Member Delegates present at an

Annual Meeting or Special Meeting, provided the Director has been given written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.16 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.17 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President, or any three (3) Directors.

4.18 Notice – Written notice and electronic notification, served other than by mail, of meetings of the Board will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.19 Number of Meetings – The Board will hold at least two (2) meetings per year.

4.20 Quorum – At any meeting of the Board of Directors, quorum will be two-fifths (2/5) of the Directors holding office but not less than four (4) Directors.

4.21 Voting – Each Director is entitled to one vote excluding the President, who is only entitled to vote in the case of a tie. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favour of the resolution.

4.22 Proxy Voting by Directors – There shall be no voting by proxy by Directors.

4.23 Meetings – Meetings of the Board will be closed to Members and the public unless upon invitation by the Board. Meetings of the Board will be chaired by the President or the Vice-President in the President's absence. If both the President and Vice President are absent from the meeting, the Board will appoint a Director to chair the meeting.

4.24 Meetings by Telecommunications - Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology provided that:

- a. The Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues will be handled, the procedure for establishing quorum and the procedure for recording votes;
- b. Each Director has equal access to the specific means of communication to be used; and
- c. Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

Powers of the Board

4.25 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the entire controls, powers and management of the Corporation and may delegate any of its powers, duties and

functions.

4.26 Empowered – The Board is empowered to:

- a. Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws;
- b. Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures.
- c. Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e. Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;
- f. Borrow money upon the credit of the Corporation as it deems necessary in accordance with these Bylaws; and
- g. Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the President, Vice-President, Treasurer, Secretary, Executive Director and such other Officers as determined by the Board of Directors. No one Officer will hold more than one office.

5.2 Eligibility - Any Member who is a Director may be elected as an Officer, except the position of Treasurer. Any member may be appointed or elected by the Board of Directors to the position of Treasurer if it is determined by the Board of Directors that the candidate has appropriate competencies and is qualified to hold such office.

5.3 Election and Appointment of Officers – The election and appointment of Officers will take place within thirty (30) days after a Meeting of Members at which elections for Directors occurred. Directors not elected to an office are eligible for election for a subsequent office.

5.4 Decision – Elections will be decided by a majority vote of the Directors in accordance with the following:

- a. One Valid Nomination – Winner declared by acclamation.
- b. Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

5.5 Appointment – Appointment of the positions of Treasurer and Secretary, if determined by the Board of Directors to appoint either the Treasurer or Secretary, will be decided by resolution of the Board of Directors.

5.6 Term of President – The President will hold office until expiry of their terms as a Director, unless they resign, are removed from or vacate their office. A Director will not be eligible to hold the office of President for more than two (2) consecutive terms.

5.7 Term of Vice-President, Secretary and Treasurer – The Vice-President, Treasurer and Secretary will hold office until expiry of their term as a Director, or if not a Director, after a term of two (2) years, unless they resign, are removed from or vacate their office. A Director or individual appointed by the Board of Directors as Treasurer or Secretary may not hold office as an Officer for more than four (4) consecutive terms.

5.8 Resignation – An Officer may resign from the position of Officer at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is

approved by the Board. Where an Officer is subject to a disciplinary investigation or action of the Corporation resigns, that Officer will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

5.9 Vacate Office - The office of any Officer will be vacated automatically if:

- a. The Officer is found by a court to be of unsound mind;
- b. The Officer becomes bankrupt;
- c. The Officer dies.

5.10 Removal – An Officer may be removed by three-fourths vote of the Board of Directors present at a Board Meeting or Special Meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at such a meeting.

5.11 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

5.12 Duties - The duties of Officers are as follows:

- a. The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board and the Executive Committee, will be the official spokesman of the Corporation, oversee and supervise the Executive Director, or, in the absence of an Executive Director, the office staff, and will perform such other duties as may from time to time be established by the Board.
- b. The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c. The Treasurer will attend all meetings of the Board, will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- d. The Secretary will be responsible for the documentation of all amendments to the Corporation's Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation and will perform such other duties as may from time to time be established by the Board.
- e. The Executive Director will be responsible for liaison between the staff (if any) and the Board and Executive Committee, will support the Board and Executive Committee in carrying out their duties, and will have overall management responsibility for all programs and activities of the Corporation.

Executive Committee

5.13 Executive Committee - The Executive Committee will be comprised of the Officers.

5.14 Powers of the Executive Committee - The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between Board Meetings, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board. The powers of the Executive Committee may be delegated to the Executive Director upon resolution of the Board of Directors or the Executive Committee.

5.15 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers. Written notice and electronic notification, served other than by mail, of Executive Committee Meetings will be given to all Executive Committee Members at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Executive Committee is required if all Executive Committee Members waive notice, or if those absent consent to the meeting being held in their absence.

5.16 Meetings by Telecommunications - Any Committee Member who is unable to attend a committee meeting may participate in the meeting by telephone or other telecommunications technology. Committee Members who participate in a meeting by telephone or other telecommunications technology are considered to have attended the committee meeting. A meeting of a Committee may be held by telephone conference call or by means of other telecommunications technology provided that:

- a. The Committee has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues will be handled, the procedure for establishing quorum and the procedure for recording votes;
- b. Each Committee Member has equal access to the specific means of communication to be used; and
- c. Each Committee Member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

5.17 Number of Meetings – The Executive Committee will meet as required.

5.18 Quorum - Quorum will be three (3) members of the Executive Committee.

5.19 Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands, orally, via email or by means of other telecommunications technology. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the person presiding at the meeting is entitled to a vote to break the tie.

5.20 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.21 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.

5.22 Quorum - A quorum for any committee will be the majority of its voting members.

5.23 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees.

5.24 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.25 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

5.26 Removal - The Board may remove any member of any Committee.

Remuneration

5.27 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board. A Director shall not be prohibited from receiving compensation for service provided to the corporation in another capacity.

Conflict of Interest

5.28 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Corporation will be July 1st to June 30th, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual Meeting the Members will appoint an auditor(s) to audit the books, accounts and records of the Corporation. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation.

6.4 Removal of Auditors – The members, by a special resolution passed by at least two-thirds (2/3) of the votes cast at a meeting members, may remove any auditor before the expiration of their term.

6.5 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

6.6 Signing Authority – All written agreements and financial transactions entered into in the name of the Corporation will be signed by two individuals being any two of the President, Vice-President, Treasurer or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

6.7 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.8 Borrowing - The Corporation may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII AMENDMENT OF BYLAWS

7.1 Directors Voting – Except for the items set out in the sections of the Act applicable to Fundamental Changes, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the Bylaws. The

Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.

7.2 Written Notice – Written notice is to be delivered to the Board sixty (60) days prior to the date of the meeting at which it is to be considered, and is to be delivered to Members thirty (30) days prior to meeting at which it is to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

7.4 Fundamental Changes - In accordance with the sections of the *Act* applicable to Fundamental Changes, a Special Resolution of the Members is required in order to make Fundamental Changes to the Bylaws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a. Change the Corporation's name;
- b. Change the province in which the Corporation's Registered Office is situated;
- c. Add, change, or remove any restriction on the activities that the Corporation may carry on;
- d. Create a new class or group of Members;
- e. Change a condition required for being a Member;
- f. Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. Add, change, or remove a provision respecting the transfer of a membership;
- i. Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j. Change the statement of the purpose of the Corporation;
- k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m. Change the method of voting by Members not in attendance at a meeting of Members; or
- n. Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE VIII

NOTICE

8.1 Written Notice - In these Bylaws, written notice will be treated as signed and executed in accordance with the following:

- a. Notice which is hand-delivered, provided by mail, fax or courier signed by the appropriate person having such signatory authority;
- b. Electronic mail from an email address that has been registered with the Corporation; and
- c. An online form submitted by a member.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed, e-mailed or submitted online, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is postmarked.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

