

**BY-LAWS
FOR
ONTARIO CYCLING ASSOCIATION
INCORPORATED**

**ARTICLE I
GENERAL**

1.1 Purpose – These by-laws relate to the general conduct of the affairs of Ontario Cycling Association Incorporated, a corporation governed by the *Ontario Corporations Act* and referred to as the “Corporation” in these Bylaws (provided that, upon the coming into force of the *Not-for-Profit Corporations Act, 2010* (Ontario), the Corporation shall be governed by the *Not-for-Profit Corporations Act, 2010* (Ontario) as amended from time to time or any act that may be substituted therefor).

1.2 Definitions – The following terms have the meanings in these By-laws:

- (a) *Act* – the *Ontario Corporations Act*, as amended from time to time (provided that, upon the coming into force of the *Not-for-Profit Corporations Act, 2010* (Ontario), the term shall refer to the *Not-for-Profit Corporations Act, 2010* (Ontario) as amended from time to time or any act that may be substituted therefor.
- (b) *Annual General Meeting* – the annual general meeting of Members.
- (c) *Articles* - the Letters Patent and any Supplementary Letters Patent or Articles of Amendment.
- (d) *Auditor* – an individual appointed by the Members to audit the books, accounts and records of the Corporation. The Auditor shall not be an employee or a Director of the Corporation.
- (e) *Board* – the Board of Directors of the Corporation.
- (f) *Club* – an organization or a group of persons whose aims are consistent with the purposes of the Corporation as set out in the Articles.
- (g) *Days* – shall mean total days, irrespective of weekends and holidays, excluding the day on which the number of days commences.
- (h) *Director* – an individual elected to serve as a director of the Corporation pursuant to these By-laws.
- (i) *General Meetings* – has the meaning set out in section 4.1 hereof.
- (j) *Letters Patent* – the Letters Patent of the Corporation dated September 15, 1973.

- (k) *Members* – the members included in the categories set out in section 2.1.
- (l) *Ordinary Resolution* – a resolution passed by the majority of votes cast in a General Meeting of Members for which meeting proper notice has been given.
- (m) *Registered Address* – the most recent address of record in the register of Members.
- (n) *Special General Meeting* – a meeting of Members other than the Annual General Meeting.
- (o) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast at a General Meeting for which resolution proper notice has been given.
- (p) *Youth* – Members of the Association under the age of 19 years.

1.3 Interpretation – Words stating the singular shall include the plural and vice-versa, and words stating a gender shall include the other gender as well as Clubs.

1.4 Conduct of Meetings – Unless otherwise specified in the *Act* or these By-laws, meetings of Members and meetings of the Board shall be conducted according to Perry's Call to Order (ISBN 0-9691683-0-6).

ARTICLE II MEMBERSHIP

Categories of Membership

2.1 The Corporation has six (6) categories of membership:

- (a) Individual Member;
- (b) Event Member;
- (c) Member Club;
- (d) Associate Member;
- (e) Associate Business Member; and
- (f) Honourary Member.

Description of Membership Categories

2.2 Individual Member – An Individual Member is an individual who has paid membership dues and who, if in good standing, has one (1) vote in the affairs of the Corporation and, subject to Section 3.6, is eligible to be nominated for election or appointment as a Director or officer of the Corporation.

2.3 Event Member – An Event Member is an individual who has paid membership dues in order to participate in a specific event of the Corporation and who has no vote in the affairs of the Corporation.

2.4 Member Club – A Member Club is a Club which has paid membership dues, which has as its own members at least five Individual Members, which has by-laws and policies that are consistent with those of the Corporation, and which has one vote in the affairs of the Corporation to be exercised by the Club's delegate. Subject to the preceding sentence and Subsection 2.17(c), not all members of a Member Club need to be Individual Members of the Corporation, and membership in a Member Club does not confer membership in the Corporation.

2.5 Associate Member – An Associate Member is an individual member of a Club who has paid membership dues, and who has no vote in the affairs of the Corporation.

2.6 Associate Business Member – A business which supports the aims of the Corporation, which has paid membership dues and which has no vote in the affairs of the Corporation.

2.7 Honourary Member – Upon nomination by the Board, the Members may by Special Resolution designate as an Honourary Member any individual or organization which has provided outstanding service to the Corporation or to cycling in Ontario. Honourary Members pay no membership dues and have no vote in the affairs of the Corporation.

Admission of Members

2.8 No individual, Club, team or business shall be admitted as a Member unless:

- (a) the individual, Club, team or business has made written application for membership in a manner prescribed by the Board;
- (b) the individual, Club, team or business has been approved as a Member by the Board or by an individual or committee delegated this authority by the Board;
- (c) the individual, Club, team or business has paid membership dues as determined by the Board.

Membership Dues

2.9 Year – Unless otherwise determined by the Board, the membership year of the Corporation is the calendar year.

2.10 Dues – Membership dues for all categories of members shall be determined by the Board.

Withdrawal, Suspension and Termination of Membership

2.11 Resignation – A Member may resign from the Corporation by giving written notice to the Board, except as stated in Section 2.12.

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

2.13 Arrears – A Member may be suspended from the Corporation for failing to pay membership dues by the deadline date prescribed by the Board. Should membership dues remain unpaid for an additional thirty (30) days, the Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.14 Discipline – In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation, or have other membership restrictions or sanctions imposed upon him, in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.15 Notice and Opportunity to be Heard - A Member shall be given at least fifteen (15) days' notice of, with reasons for, a proposed action under Section 2.13 or Section 2.14 and shall be given an opportunity to be heard, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective, by the person with authority to impose or revoke the disciplinary action or termination.

2.16 Cease to Be a Member – Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of its affairs.

Good Standing

2.17 Discretionary – A Member of the Corporation shall, in the discretion of the Board, be deemed by the Board not to be in good standing in the event that:

- (a) the Member owes outstanding membership dues or other debts to the Corporation;
- (b) the Member has failed to comply with any of the Articles, By-laws, policies or rules of the Corporation; or

- (c) where the Member is a Club, the Member does not include at least five (5) Individual Members.

2.18 Non-Discretionary – A Member of the Corporation shall be deemed not to be in good standing in the event that:

- (a) the Member has ceased to be a Member; or
- (b) the Member has been suspended or expelled from Membership or had other membership restrictions or sanctions imposed on him.

2.19 Cease to be in Good Standing – Members who cease to be in good standing shall not be entitled to vote at meetings of Members and shall lose all Member privileges until such time as the Board is satisfied that the Member is in good standing. A Member who is not in good standing may not be a Director.

ARTICLE III GOVERNANCE

Composition of the Board

3.1 Directors – The Board shall consist of seven (7) Directors. The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting after such election or until their successors are elected or appointed.

Policies and Procedures

3.2 Policies and Procedures – The Board may make policies and procedures for managing the affairs of the Corporation in accordance with the *Act*, the Articles and these By-laws. These policies and procedures shall be published in a Policy Manual.

3.3 Discipline – The Board may make policies and procedures regarding the discipline of Members in accordance with these By-Laws, and shall have the authority to discipline Members in accordance with such policies and procedures.

3.4 Dispute Resolution – The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.

3.5 Employment or Engagement of Individuals – The Board may employ or engage under contract such individuals as it deems necessary to carry out the work of the Corporation.

Election of Directors

3.6 Eligibility – The following persons are disqualified from being a Director of the Corporation:

- (a) an individual who is not a Member in good standing of the Corporation;
- (b) a person who is not an individual;
- (c) an individual who is under 18 years old;
- (d) an individual who has been found under the Ontario *Substitute Decisions Act, 1992* or under the Ontario *Mental Health Act* to be incapable of managing property;
- (e) an individual who has been found to be incapable by any court in Canada or elsewhere; or
- (f) an individual who has the status of bankrupt.

3.7 Nomination – A nomination for election as a Director shall be in writing and shall:

- (a) be signed by the nominator, who shall be any Individual Member in good standing;
- (b) include the written consent of the nominee; and
- (c) be submitted to the Corporation at least seven (7) days prior to the relevant General Meeting.

3.8 Election – The Directors shall be elected by the Members entitled to vote at the relevant General Meeting.

3.9 Start of Term – Directors who are elected shall begin their terms immediately following the relevant General Meeting.

3.10 Length of Term – Each of the Directors shall be elected for a term of two (2) years. If an election as set out in Section 3.11 regarding relevant Directors has not been held by the date on which the relevant two (2) year period ends, each of the relevant Directors shall be entitled to remain in office until such election occurs.

3.11 Election of Directors – Four (4) of the Directors shall be elected at the Annual General Meeting in years ending in an odd number and three (3) of the Directors shall be elected at the Annual General Meeting in years ending in an even number.

Resignation and Removal of Directors and Vacancies on the Board

3.12 Resignation – A Director may resign from the Board at any time by presenting his notice of resignation to the Board.

3.13 Vacate Office – The office of any Director shall be vacated automatically if the Director, without reasonable excuse, fails to attend two (2) consecutive meetings of the Board or fails to attend four (4) meetings in any twelve-month period.

3.14 Vacancies – So long as there is a quorum of Directors in office, any vacancy occurring in the Directors may be filled for the remainder of the term by the Directors then in office.

3.15 Removal – A Director may be removed by Ordinary Resolution of the Members in a General Meeting, provided the Director has been given notice of and the opportunity to be present and to speak at the General Meeting. The Members may, by majority of votes cast at that meeting, elect any person in the removed Director's stead.

Meetings of the Board

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

3.17 Call of Meeting – The meetings of the Board shall be at the call of the Chair, or if four (4) Directors make a written request to the Chair to call a meeting.

3.18 Notice – Written notice of Board Meetings shall be given to all Directors at least five (5) days prior to the date of the meeting.

3.19 Quorum – A quorum for Board meetings shall be four (4) Directors.

3.20 Chair – If the Chair is absent from the meeting, the Secretary shall chair the meeting. In the absence of the Secretary, the Board shall appoint from among its members a Director to chair the meeting.

3.21 Voting – Unless specified otherwise, questions shall be decided by majority vote, where the Chair of the meeting carries a vote and where a tie vote shall fail. Voting shall be by show of hands unless a Director requests a secret ballot.

3.22 Meetings by Telephone or Other Telecommunications Technology – A Meeting of the Board or any committee may be held by telephone conference call or by means of telecommunications technology which permits each participant to communicate simultaneously with all other participants.

3.23 Resolution in lieu of Meeting - A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

Officers

3.24 Officers – The officers of the Corporation are the Chair, the Secretary, the Treasurer, the Past-Chair, and the Executive Director.

3.25 Appointment of Officers - The Board shall appoint the Chair, the Secretary, and the Treasurer from among the Directors at its first meeting following the annual meeting of the Corporation. The office of Secretary and Treasurer may be held by the same person and may be known as the Secretary-Treasurer. The Past-Chair shall be the individual who last held the position Chair of the Corporation prior to the current Chair. The Past-Chair shall hold such office for one (1) year after becoming Past-Chair. The Board shall appoint the Executive Director from time to time who shall be employed or engaged by the Corporation as determined by the Board. The Board may appoint such other officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

3.26 Duties – The duties of officers are as follows:

- (a) The Chair shall, when present, preside at all meetings of the Directors and of the Members; he or she shall sign such contracts, documents and instruments in writing as require his or her signature and shall be responsible for the formulation of the long-range policies, objectives and development plans of the Corporation for consideration by the Board and shall assess the implementation thereof. He or she shall also have such other powers and duties as may from time to time be lawfully assigned to him or her by the Board or as are incident to his or her office.
- (b) The Secretary shall be ex officio clerk of the Board. He or she shall attend all meetings of the Members and the Board and shall enter or cause to be entered in the books for that purpose, minutes of all proceedings thereat. He or she shall give or cause to be given all notices required to be given to Members and the Directors. Unless otherwise ordered by the Board, he or she shall be the custodian of the corporate and statutory books, records and registers of the Corporation. He or she shall sign, certify or attest such contracts, documents and instruments in writing of or issued by the Corporation as require his or her signature and shall have such other powers and duties as may from time to time be lawfully assigned to him or her by the Board or as are incident to his or her office.
- (c) The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit or cause to be deposited all moneys and negotiable instruments in the name of and to the credit of the Corporation in such bank or banks or other institutions as may from time to time be designated by the Board. He or she shall disburse the funds of the Corporation or cause them to be disbursed under the direction of the Board, causing proper vouchers to be taken therefor, and shall render to

the Board at the meetings thereof or whenever required of him or her an account of all financial transactions and of the financial position of the Corporation. He or she shall also have such other powers and duties as may from time to time be lawfully assigned to him or her by the Board or as are incident to his or her office.

- (d) The Executive Director shall be responsible for the general supervision of the affairs and operations of the Corporation, and shall perform such other duties as may from time to time be established by the Board.
- (e) The Past-Chair shall perform such duties as may from time to time be established by the Board.

3.27 Vacancy – Where the position of an officer becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the relevant term.

Committees

3.28 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*, the Articles or these By-laws.

3.29 Quorum – A quorum for any committee shall be the majority of its voting members.

3.30 Vacancy – When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies any qualifications for committee membership as specified in the Corporation's policies and procedures.

3.31 Removal – The Board may remove any member which it has appointed to any committee.

Remuneration

3.32 All Directors, officers (except the Executive Director who may be remunerated in accordance with his or her terms of engagement or employment) and members of committees shall serve their term of office without remuneration except for reimbursement of pre-approved reasonable expenses and allowances in accordance with policies approved by the Board.

Conflict of Interest

3.33

- (a) A Director or officer of the Corporation who,
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation (“**Contract**” and “**Transaction**”); or
 - (ii) is a Director or an officer of, or has a material interest in, any person who is a party to a Contract or Transaction,shall disclose to the Corporation or request to have entered in the minutes of meetings of the board the nature and extent of his or her interest.
- (b) The disclosure required by Subsection 3.33(a) must be made, in the case of a Director,
 - (i) at the board meeting at which a proposed Contract or Transaction is first considered;
 - (ii) if the Director was not then interested in a proposed Contract or Transaction, at the first board meeting after he or she becomes so interested;
 - (iii) if the Director becomes interested after a Contract is made or a Transaction is entered into, at the first board meeting after he or she becomes so interested; or
 - (iv) if a person who is interested in a Contract or Transaction later becomes a Director, at the first board meeting after he or she becomes a Director.
- (c) The disclosure required by Subsection 3.33(a) must be made, in the case of an officer who is not a Director,
 - (i) forthwith after the officer becomes aware that the Contract or Transaction or proposed Contract or Transaction is to be considered or has been considered at a meeting of Directors;
 - (ii) if the officer becomes interested after a Contract is made or a Transaction is entered into, forthwith after he or she becomes so interested; or
 - (iii) if a person who is interested in a Contract or Transaction later becomes an officer, forthwith after he or she becomes an officer.

- (d) Despite Subsections 3.33(b) and (c), if Subsection 3.33(a) applies to a Director or officer in respect of a Contract or Transaction or proposed Contract or Transaction that, in the ordinary course of the Corporation's business, would not require approval by the board or members, the Director or officer shall disclose to the Corporation or request to have entered in the minutes of meetings of the board, the nature and extent of his or her interest forthwith after the Director or officer becomes aware of the Contract or Transaction or proposed Contract or Transaction.
- (e) A Director referred to in Subsection 3.33(a) shall not attend any part of a board meeting during which the Contract or Transaction is discussed and shall not vote on any resolution to approve the Contract or Transaction unless the Contract or Transaction is,
 - (i) one relating primarily to his or her remuneration as a Director of the Corporation or an organization affiliated with the Corporation;
 - (ii) one for indemnity or insurance; or
 - (iii) an organization affiliated with the Corporation.
- (f) If no quorum exists at a board meeting for the purpose of voting on a resolution to approve a Contract or Transaction only because a Director is not permitted to be present at the board meeting by reason of Subsection 3.33(e), the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.
- (g) A general notice to the board by a Director or officer disclosing that he or she is a Director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any Contract made or any Transaction entered into with that person is sufficient disclosure of interest in relation to any such Contract or Transaction for the purposes of this Section 3.33.
- (h) A Contract or Transaction for which disclosure is required under Subsection 3.33(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or its members for any profit or gain realized from the Contract or Transaction, because of the Director's or officer's interest in the Contract or Transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the Contract or Transaction, if,
 - (i) disclosure of the interest was made in accordance with this Section 3.33;
 - (ii) the Board approved the Contract or Transaction; and

- (iii) the Contract or Transaction was reasonable and fair to the Corporation when it was approved.
- (i) Despite anything in this Section 3.33, a Director or officer, acting honestly and in good faith, is not accountable to the Corporation or to its members for any profit or gain realized from any Contract or Transaction by reason only of his or her holding the office of Director or officer, and the Contract or Transaction, if it was reasonable and fair to the Corporation at the time it was approved, is not by reason only of the Director's or officer's interest in it void or voidable if,
 - (i) the Contract or Transaction is confirmed or approved by special resolution at a meeting of the Members duly called for that purpose; and
 - (ii) the nature and extent of the Director's or officer's interest in the Contract or Transaction are disclosed in reasonable detail in the notice calling the Members' meeting.

ARTICLE IV MEETINGS OF MEMBERS

General Meetings

4.1 Types of Meetings – General Meetings shall include Annual General Meetings and Special General Meetings.

4.2 Notice – Written notice of General Meetings shall be given to all Members at least ten (10) days prior to the date of the meeting.

4.3 Annual General Meeting – The Corporation shall hold an Annual General Meeting at such time and place as may be determined by the Board, at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.

4.4 Special General Meeting – A Special General Meeting of the Members may be called at any time at the discretion of the Board or upon the written requisition of ten (10) percent or more of the voting Members of the Corporation.

4.5 Quorum – Quorum at a General Meeting shall be one (1) percent of voting Members or twenty (20) voting Members, whichever is less.

4.6 Business at Meetings – The report of the Auditor, the presentation of financial statements, the appointment or re-appointment of the Auditor and the report of the Directors to the Members shall be conducted at the Annual General Meeting. Any other business including Ordinary Resolutions and Special Resolutions may be conducted at the Annual General Meeting or at Special General Meetings.

4.7 Voting – Unless specified otherwise, questions shall be decided by Ordinary Resolution, where a tie vote shall fail. An abstention from voting shall not be counted as a vote. Voting shall be by show of hands, unless a majority of the members approves a secret ballot. the chair of the meeting shall not have a second or casting vote. Voting by proxy shall be permitted. The Directors may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting.

4.8 Adjournment – A General Meeting may be adjourned from time to time from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as if was a new meeting.

ARTICLE V FINANCE AND MANAGEMENT

5.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation shall be the calendar year.

5.2 Auditor – At each Annual General Meeting the Members shall appoint an Auditor.

5.3 Signing Authority – The Board shall designate two (2) or more individuals who shall have signing authority for all financial transactions and contracts conducted in the name of the Corporation. All such transactions and shall require two (2) signatures.

5.4 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.

5.5 Borrowing – The Corporation may borrow funds upon such terms and conditions as the Board may determine up to a maximum of ten percent (10%) of the previous fiscal periods gross revenue. Borrowing above this limit must be approved by the Members at a General Meeting by Ordinary Resolution.

5.6 Books and Records – The Board shall ensure that all books and records of the Corporation required to be kept by the *Act*, these By-laws or any other statute or law are regularly and properly kept.

ARTICLE VI INDEMNIFICATION

6.1 Indemnification – Subject to Section 6.2, the Corporation:

- (a) shall from time to time and at all times indemnify each Director or officer of the Corporation, each former director or officer of the Corporation, and

each individual who acts or acted at the Corporation' request as a Director or officer, or in a similar capacity, of another entity,

- (i) in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described above, if the individual,
 - (A) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
 - (B) fulfils the conditions set out in Section 6.2;
 - (ii) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity;
- (b) may advance money to a Director, officer or other individual referred to in Section 6.1(a)(ii) for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the money if the individual does not fulfill the conditions set out in Section 6.2.

6.2 Limitation - The Corporation shall not indemnify an individual under Subsection 6.1(a) unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.3 Insurance - The Corporation may purchase and maintain insurance for the benefit of each Director or officer of the Corporation, each former director or officer of the Corporation, and each individual who acts or acted at the Corporation' request as a director or officer, or in a similar capacity, of another entity against any liability incurred by the individual,

- (a) in the individual's capacity as a Director or officer of the Corporation; or

- (b) in the individual's capacity as a director or officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE VII NOTICE

7.1 Written Notice – In these By-laws, written notice shall mean notice which is hand-delivered, faxed, e-mailed, posted on the corporation's website or provided by mail or courier to the Registered Address of the Corporation, Director or Member, as the case may be.

7.2 Date of Notice – Date of notice shall be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice which is provided by mail, three (3) days after the date the mail is post-marked.

7.3 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 shall not invalidate any action taken at the meeting.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Amendment of By-Laws – These By-laws may only be amended, revised, repealed or added to in accordance with the Act. Any amendment proposed by a Member or Members must be delivered to the Executive Director at the registered office of the Corporation at least ninety (90) days in advance of the General Meeting so that the Board can consider such proposal.

8.2 Notice – The written notice of the General Meeting of the Corporation must include details of the proposed resolution to amend, revise, repeal or add to the By-laws.

ARTICLE IX ADOPTION OF THESE BY-LAWS

9.1 Ratification by Members – These By-laws were ratified by a Special Resolution of the Members on October 5, 2013.

9.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation. Such repeal shall not impair the validity of any action taken pursuant to the repealed By-laws.