

# **KAWARTHA ATV ASSOCIATION**

## **BY-LAW NO. 1**

A by-law relating generally to the transaction of the affairs of

Kawartha ATV Association also known as KATVA

BE IT ENACTED AS A BYLAW of Kawartha ATV Association as follows:

### **1 ARTICLE 1 - INTERPRETATION**

1.01 “Ex-officio” means by right of or by virtue of office. Director ex-officios shall be deemed to have all rights and responsibilities granted to Directors.

### **2 ARTICLE 2 – BUSINESS OF THE ASSOCIATION**

2.01 The Head Office of the Corporation shall be in City of Kawartha Lakes, in the Province of Ontario, and at such place as the directors may from time to time determine.

2.02 The organization shall be an incorporated non-profit organization known as Kawartha ATV Association.

2.03 Corporate Seal - The Corporation may but not need have a seal. Any corporate seal adopted for the corporation may be from time to time approved by resolution of the board of directors.

2.04 Financial Year – The financial year of the Association shall end on the last day of December in each year.

2.05 Signing Officers – The signing officers for banking purposes and contracts will be as set out in paragraph 11.03

### **3 ARTICLE 3 - BOARD OF DIRECTORS**

3.01 **Number of Directors and Quorum** - Until changed in accordance with the Act, the number of Directors shall be seventeen (17). The Past President shall ex-officio be a voting Director of the Association. Any positions not filled by election at a general meeting of the

membership, may be filled by appointment in accordance with Article 3.06. Six (6) Directors shall constitute a quorum.

**3.02 Qualifications** – Every Director shall be eighteen (18) or more years of age at the time of his or her election and throughout his or her term of office be a member of the Association.

**3.03 Election and Term**- At the meeting where these by-laws are initially adopted, five (5) directors' positions will be identified as eligible to be elected annually to office for a maximum of three (3) years; five (5) directors' positions will be identified as eligible to be elected annually for two (2) years and five (5) directors' positions will be identified as eligible to be elected for one (1) year. At the end of each of these terms, any new elected Directors shall be eligible to run for office for a maximum of six (6) years. Directors who have been appointed to the Board shall hold office until the next annual meeting after appointment..

**3.04 Removal of Directors** – The Directors may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members called for the purpose, remove any Director before the expiration of his or her term of office and may, by majority vote at that meeting, elect any person in his or her stead for the remainder of his or her term.

**3.05 Termination of Directors** - . A director may be removed from office as follows:

a) A director shall cease to be a director upon his resignation in writing, upon his death or if he becomes bankrupt or deemed mentally incompetent.

b) A director shall be deemed to have resigned if such director has missed three (3) consecutive Board Meetings without sufficient cause. Prior to declaring a vacancy with respect of such deemed resignation, the board is obliged to inform itself of any circumstances which contributed to the director's absences; or

c) In accordance with Article 3 the member in good standing may, by resolution passed by at least two-thirds (2/3) of said members of the Corporation in good standing, of which due notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of votes of said members of the Corporation cast at that meeting, elect any person to serve for the remainder of his term as a director.

**3.06 Vacancies** - Vacancies of the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by appointment made by the Directors from among the qualified members of the corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual meeting of the member.

**3.07 Votes to Govern** – At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. The chair shall refrain from voting unless there is a tie at which time he or she cast the deciding vote.

3.08 **Minimum Number of Meetings** - The Board of Directors shall meet at least six (6) times in each fiscal year, and no more than ninety (90) days shall lapse between meetings.

3.09 **Remuneration** – The Directors shall serve as such without remuneration but shall be entitled to be paid their traveling and other expenses properly incurred by them in attending meetings on behalf of the board outside the boundaries of the City of Kawartha Lakes. The amount paid for mileage to attend such events shall be determined from time to time by the board.

3.10 **Voting, Board of Directors** - Questions arising at any meeting of directors shall be decided by a majority of votes. The Chairperson is not entitled to vote; however, in case of an equality of votes, the Chairperson shall have the casting vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-president or such other director as the board may from time to time appoint for the purpose.

3.11 **Notice of Meetings** - Notice of any meeting of the Directors shall be delivered, telephoned, faxed or emailed to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

3.12 **First Meeting Following an Annual General Meeting** - A directors' meeting may also be held, without notice, immediately following the annual meeting of the corporation providing a quorum is present.

3.13 **Nomination for Election of Directors** – Subject to Article 3.01 and all other provisions of this By-law, nominations for election as a Director at the annual meeting of the Association may be made only by:

(1) The Nominating Committee of the Board, or

(2) Members of the Association provided that each nomination:

(a) represents a member is in good standing and dues are fully paid and.

(b) is in attendance at the meeting of election and consents to his or her name standing or has acknowledged acceptance of such nomination in writing and been received by the Secretary before the start of the annual meeting.

## **4 ARTICLE FOUR – AUTHORITY OF DIRECTORS**

**4.01 General Authority** - The directors of the Corporation may administer the affairs of the Corporation in all things and make cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

**4.02 Acquisitions** - Without any way derogating from the foregoing the directors are expressly empowered, from time to time, to purchase lease or otherwise acquire alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

**4.03 Borrowing:** The director may from time to time:

- 1) borrow money on the credit of the Corporation; or
- 2) issue, sell or pledge securities of the Corporation; or
- 3) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, and undertakings, to secure any securities or any money borrowed, or the debt or any other obligations or liability of the Corporation.

From time to time the director may authorize any director, officer, or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

The Corporation is limited to borrowing money for current operation expenses provided that the borrowing power of the Corporation shall not be so limited if the Corporation borrows on the security of real or personal property.

## **5 ARTICLE FIVE – OFFICERS**

**5.01 Election of President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President and Treasurer** – At the first meeting of Directors following the annual meeting the Board shall elect from among the Directors a President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President, 3<sup>rd</sup> Vice President and Treasurer who shall serve until the next annual general meeting.

**5.02 Appointment of Secretary** – The Board of Directors shall appoint a Secretary from the Board

of Directors. The secretary must remain a Director to maintain this office.

**5.03 Appointment of other Officers-** From time to time the Board shall appoint such other officers as the Board may determine. These officers must be Directors at the time of appointment and remain such in order to maintain office.

**5.04 Duties of the President** - .The President, shall when present, preside at all meetings of the member of the Corporation and of the Board of Directors. The President shall, also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officers appointed by the board for the purpose shall sign all by-laws and membership certificates.

**5.05 Duties of the Vice-Presidents** - During the absence or inability of the President his duties and powers may be exercised by the the 1<sup>st</sup> Vice-President, and if the Vice-President or in his or her absence by the 2<sup>nd</sup> Vice President or in his or her absence any other Director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

**5.06 Duties of the Secretary** - The Secretary shall have the following duties:

- (a) shall record all facts and minutes of all proceedings at the meetings in the books kept for that purpose.
- (b) shall give all notices required to be given to members and to directors
- (c) shall be the custodian of the seal of the Corporation, if any, and of all books, papers, records correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution
- (d) shall perform such other duties as may from time to time be determined by the board of directors.

**5.07 Duties of the Treasurer** - The Treasurer shall have the following duties:

- (a) shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account
- (b) shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors
- (c) shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore
- (d) shall render to the Board of Directors at the regular meetings an account of all his or her transactions as Treasurer, and of the financial position of the Corporation
- (e) shall also perform such other duties as may from time to time be determined by the Board of Directors.

**5.08 Duties of Other Officers** - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

## **6 ARTICLE SIX - COMMITTEES**

**6.01 Executive Committee** - There shall be an Executive Committee comprised of the President, Past President, Vice-Presidents, Secretary and Treasurer, who shall be responsible for the affairs of the Corporation between meetings of the board of directors and shall fully report on all decisions made by the committee at the next board meeting following any such decision. They may be empowered, from time to time, to make decisions on behalf of the Board.

**6.02 Other Committees** - The directors may appoint such other Committees from among the members of the Corporation to perform such business or undertakings as may be designed by the Board of Directors thereof. Such Committee or Committees shall keep minutes of its or their transactions and report same to the regular meetings of the Board provided that, the extent of the powers of such Committee or Committees shall be dearily deemed by resolution of the Board of Directors thereof and that the actions of such Committee or Committees shall not be binding upon the Corporation without the approval of the Board thereof as the case may be.

The Chairperson of such Committee or Committees shall be appointed from the members of the Board.

## **7 ARTICLE SEVEN – PROTECTION OF DIRECTORS AND OFFICERS:**

**7.01 Limitation of Liability** – No Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy and insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which 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 wrongful or willful act or through his own wrongful or willful neglect or default.

**7.02 Indemnity** - The Corporation hereby consents that each and every director or officer of the Corporation shall be deemed to have assumed office of the express understanding agreement and condition that every director of the Corporation and his heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses whatsoever, which such director or officer sustains or

incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or them for and in respect of any act, deeds, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his or their office or offices; and

- b) all other costs, charges and expenses which he or they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or their own willful neglect or default.

**7.03 Directors and Officers Liability Insurance** - The Corporation may by resolution of Board Members acquire director insurance.

## **8 ARTICLE EIGHT – MEMBERS**

**8.01 Membership** – General Membership shall be open to and individual who is sixteen (16) years of age or more and being in possession of a minimum of a G2 or M2 license issued by the Ministry of Transportation of Ontario, which supports the purposes and objects of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved of by the directors, and after payment of the required membership fee. Each member shall promptly be informed by the Secretary of his admission as a member.

**8.02 Associate Membership** – Associate Membership shall be open to any individual who is sixteen (16) years of age or more, and an immediate family member or significant other of a General Member and who supports the purposes and objects of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved of by the directors, and after payment of the required membership fee. Each member shall promptly be informed by the Secretary of his or her admission as a member. Privileges shall be the same rights as a General Member but do not provide any “rider benefits” related to the operation of an ATV.

**8.03 – Social Membership** – Social Membership shall be open to any individual eighteen (18) years of age or more and invited into the organization by an existing General or Associate Member who supports the purposes and objects of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved of by the directors, and after payment of the required membership fee. Each member shall promptly be informed by the Secretary of his or her admission as a member. Privileges shall not include and “rider benefits” related to the operation of an ATV and does not carry any voting privileges. Attendance at General Meetings, including Annual Meetings may or may not be allowed to Social Members as determined by the Board of Directors from time to time.

**8.03 Business Friends Membership** – Corporate Membership shall be open to any supportive business which is registered who supports the purposes and objects of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved of by the directors, and after payment of the required membership fee. Each member

shall promptly be informed by the Secretary of his or her admission as a member. Privileges shall be restricted to attending General Meetings without voting privileges.

**8.04 Membership Renewal** - Annual membership may be automatically renewed for each subsequent year by payment of the required annual dues on or before the date of the expiry of the current membership.

**8.05 Restriction of Membership** - Employees of the Corporation and their immediate family members, including spouse, children and siblings are not eligible for membership.

**8.06 Term of Membership** - A membership term shall be for a one (1) year term from the date of application acceptance or renewal. Membership in the Corporation shall not be transferable.

**8.07 Removal** – A membership shall be terminated for non-payment of required membership dues, or otherwise in accordance with this by-law, provided always that the Board of Directors may, by motion passed by at least two-thirds (2/3) of the votes cast at Board of Directors' meeting of which notice specifying the intention to pass such motion has been given, terminate the membership of any member of the Corporation and revoke all privileges including trail permits as such. There shall be no refund of membership dues unless otherwise decided by the Board of Directors. Any membership may also be terminated by the board for conducting themselves in an irresponsible manner or a manner felt to be detrimental to the reputation of the organization as illustrated in Article 12.

**8.08 Resignation** - Members may resign by resignation in writing, which shall be effective upon the date received by the Secretary of the Corporation. A member shall remain liable for payment of any assessment or other sum levied which became payable by him or her to the Corporation prior to acceptance of his or her resignation.

**8.10 Dues** - Membership dues will be determined from time to time by the Board of Directors. Membership will automatically cease upon the renewal date of such membership unless the secretary is in receipt of the required renewal membership application and dues paid in full.

## **9 ARTICLE NINE – MEETINGS OF MEMBERS**

**9.01 Annual and General Meetings** - Each General Member and Associate Member in good standing shall be entitled to one vote on each question arising at any annual or general meeting of the members. Meetings shall be open to members and their immediate families or significant others as well as invited guests only, unless otherwise decided at the discretion of the Board of Directors. The annual or any other general meeting of the members shall be held within six (6) months following the end of the corporation's fiscal year in City of Kawartha Lakes as the Board of Directors may determine and on such day and time as said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of

the directors, the financial statement and the report of the auditor shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be approved by the Board of Directors.

Directors may vote by motion to postpone audited statements by up to one year provided that a majority of the Board of Directors support such a motion and subject to the Corporations Act, Ontario compliance.

**9.02 Special Meetings** – The Board of Directors or the President or Vice-President(s) shall have power to call at any time a special general meeting of the members of the Association. In addition, a special general meeting of the members may be called at any time, providing two-thirds of all eligible members have agreed to call such meeting.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the member except for amendments to by-laws as per Article 3.6.

**9.03 Voting Rights** – General and Associate Members in good standing retain the right to one (1) vote at General Meetings and he or she may vote by proxy. Such proxy is required to be carried by a General or Associate Member and is required to produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled to vote at or to receive notice of meetings of members while fees are unpaid. . The President shall not be entitled to a vote, but in case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to the casting vote.

**9.04 Show of Hands** - At all meetings of members every question shall be decided by a majority of the votes of the members present or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded by a declaration by the President that a resolution has been carried or not carried an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand shall be decided by a majority of votes given by the members present in person and such poll shall be taken in such manner as the Chairperson shall direct the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question

**9.04 Notice of Meetings** - It is the right, responsibility and privilege of General and Associate Members of the Corporation to be informed to attend all meetings of the members of the Corporation; to speak; to propose motions and resolutions; to vote upon all resolutions; to

amend by-laws of the Corporation, any resolution dealing with the number, election, rights, powers and privileges of the Board of Directors, or any resolution which may properly come before the membership', and to elect the Board of Directors in accordance with Article 3.03 above.

No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, fax or email ten (10) business days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the corporation at a annual or general meetings may transact.

**9.05 Error or Omission in Notice** - No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded in the books of the Corporation

**9.06 Special Rule of Order** – The rules in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Kawartha ATV Association in all cases to which they are applicable and in which they are not inconsistent with the By-laws of the Association and any other special rules of order the Association may adopt.

## **10 ARTICLE TEN - CONFLICT OF INTEREST**

**10.01. Declaration of Interest and Restriction to Voting or Discussion** - Every director is in a fiduciary relation with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in his dealings with it or on its behalf. No director shall place himself in a position where there is a conflict between his duties as a director and his other interests. Every director who is in any way directly or indirectly interested in an existing or proposed contract transaction or arrangement with the Corporation or who otherwise has a conflict of interest shall declare his interest fully at a meeting of the directors and shall refrain from discussion and voting in respect of the matter on which he has declared a conflict. Every disclosure of interest shall be recorded in the minutes of the meeting.

## **11 ARTICLE ELLEVEN - BANKING**

**11.01 The Fiscal Year** - The fiscal year end of the Association shall be December 31<sup>st</sup> of each year

11.02 **Deposits** - The securities of the Corporation shall be deposited for safekeeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officer, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confirmed to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the direction of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

11.03 **Cheques** - All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## **12 ARTICLE TWELVE - LIMITATIONS, INTENT AND OPERATION AS KAWARTHA ATV ASSOCIATION**

12.01 Kawartha ATV Association is a non-profit organization whose purpose is to foster and promote responsible ATV events, trail touring, trail development in cooperation with other trail use stakeholders.

12.02 Club members will respect and abide by all existing laws that may apply to the operation of the Association and shall respect existing laws in respect to the operation of ATV vehicles including but not limited to the Highway Traffic Act and the Off-road Vehicle Act.

12.03 Kawartha ATV Association business is conducted primarily in City of Kawartha Lakes and as such the corporation shall not maintain a clubhouse or similar premises outside of City of Kawartha Lakes.

12.04 Members of Kawartha ATV Association must support the responsible use of an ATV as a legitimate recreational sport. Termination of membership and its privileges may be revoked if the interests of such member or his behavior or actions are determined by a majority of the Board of Directors to be irresponsible or unacceptable to the Board.

## **13 ARTICLE THIRTEEN - EXECUTION OF DOCUMENTS**

13.01 **Signing Officers** - Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two (2) persons who are officers, and the Secretary shall affix the seal of the Corporation, if such exists to such instruments as require the same.

13.02 **Contracts** - Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and/or Secretary' or by any person or persons authorized by the board.

13.03 **Other Transactions** - Any one (1) of the officers of the Corporation and the Treasurer, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on the behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporations the Board of Director may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

## **14 ARTICLE FOURTEEN - BOOKS AND RECORDS**

14.01- **Location of Records** - The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept at the head office or residence of the secretary and/or treasurer and/or Frost Insurance Brokers at 66 William St. N., Lindsay, Ont.

## **15 ARTICLE FIFTEEN - NOTICE**

15.01 Any notice, which term includes any communication or document, to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by ordinary mail, or if sent to him when deposited in a post office or public letter box; and a notice sent by any means transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

## **16 ARTICLE SIXTEEN - AMENDMENTS**

**16.01 Enforcement or Change to By-laws** - A by-law passed by the Directors and repeal, amendment or re-enactment thereof is effective only until confirmed at the next Annual General Meeting or any other meeting of members, and unless confirmed thereat, ceases to have effect at and from that time, and in that case no by-law of the same or like substance has any effect until confirmed at a meeting of the members.

**16.02 Voting Requirement to Change By-laws** - Subject to the requirements of the Corporation Act, Ontario, the by-laws of the Corporation may be amended at the Annual General Meeting or at any other meeting of members called for the purpose of such amendments by two-thirds (2/3) majority of votes cast by the members present in person at such meeting and those represented by proxy.

**16.03 Notice to Amend By-laws** - Notice of motion to amend, including details of proposed amendments, must be received by the secretary not later than fourteen (14) days prior to the Annual General Meeting or any other meeting of the members with the exception of the inaugural meeting. Only members in good standing are eligible to propose amendments.

**16.04 Option to Decide on Proposed Amendments** - The members may at the Annual General Meeting or any other meeting referred to in Article 16.01 above, confirm reject amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

Passed by the Board of Directors and sealed with the corporate seal \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Chairperson

\_\_\_\_\_  
Secretary

CONFIRMED by the Members in accordance with section 298(3) of the Corporation Act Act, (Ontario), this 29th day of November, 2006.

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Chairperson

Secretary