
OAKVILLE GIRLS SOFTBALL ASSOCIATION

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

OAKVILLE GIRLS SOFTBALL ASSOCIATION
(the “Association”)

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A By-law relating generally to the conduct of the affairs of

OAKVILLE GIRLS SOFTBALL ASSOCIATION (the "Association")

BE IT ENACTED as a General Operating By-law of the Association as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Association, unless the context otherwise requires:

- (a) **"Act"** means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association.
- (c) **"Board"** means the board of directors of the Association.
- (d) **"By-laws"** means this by-law and all other by-laws of the Association as amended and which are, from time to time, in force and effect.
- (e) **"Director"** means a member of the Board.
- (f) **"Member"** means a member of the Association and "Members" or "Membership" means the collective Membership of the Association.
- (g) **"Officer"** means an officer of the Association.
- (h) **"Operating Policies"** means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (i) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution.

- (j) **“Special Resolution”** means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined, all terms contained and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

The financial year end of the Association shall be determined by the Board, from time to time.

2.02 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by the President or by such other Officer or Director as the Board may designate. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any Director or Officer may certify a

copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Association shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Association shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Association may give notice to the Members stating that such documents are available at the registered office of the Association and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Association relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III
MEMBERS**

3.01 Membership Conditions

Subject to the Articles, there shall be three classes of Members in the Association, namely:

- (a) Class 1 Members;
- (b) Class 2 Members; and,
- (c) Class 3 Members.

Membership in the Association shall be available only to individuals interested in furthering the Association's purposes and who have applied for and been accepted into Membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.

The following conditions for each class of membership shall apply:

Class 1 Members

- (a) Class 1 Members shall be the Directors of the Association so that when a Member is elected to the Board of Directors he or she shall be issued a Class 1 membership and any prior membership shall be terminated; and,
- (b) Each Class 1 Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Association.

Class 2 Members

- (a) Class 2 Members shall include one (1) representative from each family registered with the Association in accordance with the policies of the Board. A Class 2 Membership shall not be issued to a family representative where a family representative already holds a Class 1 Membership;
- (b) Each Class 2 Member shall be eligible for election to the Board of Directors; and,
- (c) Each Class 2 Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Association.

Class 3 Members

- (a) Class 3 Members shall be admitted to membership in accordance with the policies of the Board; and,
- (b) Class 3 Members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

3.02 Termination of Membership

Membership in the Association is terminated when:

- (a) the Member dies or resigns; or
- (b) the Member is removed as a Member of the Association in accordance with section 3.03.

A Class 1 Membership is terminated when:

- (a) the Member's term on the Board expires;
- (b) He or she resigns from the Board; or
- (c) He or she is removed from the Board in accordance with section 5.08 of this By-law.

Upon termination of a Class 1 Membership, the Board shall issue a Class 2 Membership to a representative of the family of the Class 1 Membership holder, provided the family continues to be registered with the Association.

A Class 2 Membership is terminated at the expiration date of the registration.

A Class 3 Membership is terminated upon the expiration of the term of membership or otherwise in accordance with the policies of the Board.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

3.03 Discipline of Members

The Board may suspend or remove any Member from the Association for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Board proposes that a Member should be expelled or suspended from Membership in the Association, the President shall provide 20 days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such 20 day period. In the event that no written submissions are received by the President, the President may proceed to notify the Member that the Member is suspended or removed from Membership in the Association. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of

receipt of the submissions. The termination shall be effective as of the date on which the final notification is sent to the Member.

SECTION IV **MEETINGS OF MEMBERS**

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than 15 months after holding the preceding annual meeting and no later than six months after the end of the Association's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine.

4.04 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held, unless the Member requests notice to be given by non-electronic means.

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Association during a period of 21 to 60 days before the day on which

the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

4.05 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, unless otherwise indicated by the Member.

4.06 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Association, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Association to be present at the meeting. Any other person may be admitted on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.07 Chair of the Meeting

The chair of Members' meetings shall be the President or the Vice-President if the President is absent or unable to act. In the event that the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.08 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be 10 duly registered Members entitled to vote at that meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

4.09 Meetings Held by Electronic Means

A Members' meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Meetings of Members may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

4.10 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

4.11 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V DIRECTORS

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Association.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of

Directors, by resolution of the Board. Directors shall not be employees of the Association and at least two of the Directors shall not be Officers of the Association or its affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than 18 years of age. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt, shall be a Director.

5.04 Election of Directors and Term

Directors shall hold their position for a period of two years, or, in those cases where an Director is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

A Director shall not stand for election or hold office on the Board for more than three (3) consecutive two (2) year terms however, this may be waived if the Board unanimously agrees by vote or resolution.

5.05 Appointed Directors

Pursuant to the Articles, between the annual meetings of Members each year, the Board may appoint Directors (the “appointed Directors”) to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director’s term and may elect a

qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Committees

The Board may from time to time appoint any committee or advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its Members, to elect its chair and to otherwise regulate its procedure.

5.11 Conflict of Interest

Every Director and Officer shall disclose to the Association the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Association, in accordance with the manner and timing provided in section 141 of the Act.

5.12 Indemnification

Every Director and Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their 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 Association from and against:

- (a) all costs, charges, and expenses whatsoever that he or she sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter, or thing

whatsoever made, done, or permitted by him or her in or about the execution of the duties of office or in respect of any such liability; and

- (b) all other costs, charges, and expenses which he or she sustains or incurs in or about or in relations to the affairs of the Association, except such costs, charges, or expenses as are occasioned by his or her own willful neglect or default.

Subject to the availability of coverage and the approval of the Board for the costs involved, the Association shall purchase and maintain insurance to cover the indemnification set out in the by-laws.

SECTION VI

MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Association not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of a meeting shall not be necessary if the meeting of the Board is held immediately following the annual meeting of Members. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A quorum at any meeting of the Board, shall be 50% plus 1 of all duly registered Directors determined in accordance with section 5.02. For the purpose of determining quorum, a Director may be present in person, or by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

6.08 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**SECTION VII
OFFICERS**

7.01 Appointment

The Board may designate the offices of the Association, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Association shall have the

following duties and powers, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be a Director and the Chair of the Board. The President shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Secretary** - The Secretary shall be a Director and be the Secretary of all meetings of the Board, Members and committees. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- (c) **Treasurer** - The Treasurer may, but need not, be a Director. The Treasurer is responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association. The Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Association.

The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer. Any two or more offices may be held by the same person. In the case where the President and Treasurer offices are held by the same person, a Co-Treasurer will be appointed to verify all financial transactions.

7.03 Term of Office

Officers shall hold their position for a period of two years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

If at the end two consecutive terms officers are not elected, incumbent officers may continue in office until their successors are elected.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII NOTICES

8.01 Method of Giving Notices

Subject to sections 4.04 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Association in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have

been given when deposited in a post office or public letter box; and a notice so sent by any means of 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, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notices to such Member until such Member informs the Association in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION IX
AMENDING ARTICLES AND BY-LAWS

9.01 Amendment of Articles

The Articles of the Association may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Articles and the Act, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law, amendment, or repeal that requires a special resolution of the Members according to section 197 (fundamental change), or section 199, if applicable, of the Act because such By-laws, amendments, or repeals are only effective when confirmed by Special Resolution of the Members.

ENACTED by the Directors of the Association this 23rd day of December, 2019.

Jim McKay

Mary Silvestri

Mark Yukich

Tyson Levac

Marc Lemieux

Tony Peros

Alan Bartlett

Heath Taylor

Piero Fusco

Paul MacKenzie

APPROVED by the Members of the Association this 23rd day of December, 2019.

Jim McKay

Mary Silvestri

Mark Yukich

Tyson Levac

Marc Lemieux

Tony Peros

Alan Bartlett

Heath Taylor

Piero Fusco

Paul MacKenzie