

BY-LAWS

BLOMIDON GOLF CLUB

June 1, 2022

ARTICLE 1 DEFINITIONS

1.1 MEANINGS

"Act" means the *Corporations Act*, R.S.N. 1990 c. C-36, as amended, from time to time and any statute that may be substituted therefore;

"Blomidon" means Blomidon Golf Club:

"Board" or "Board of Directors" shall mean and be comprised of those members of the Blomidon Golf Club as set forth herein:

"Corporation" means Blomidon Golf Club.

1.2 INTERPRETATION

In these By-Laws, and in all other By-Laws, rules, and regulations of the Corporation, words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural number or the feminine gender, LGBTQ+, as the case may be, and vice versa, and references to persons shall include firms or corporations.

ARTICLE 2 MANDATE

2.1 MANDATE

Incorporated under The Incorporations Act, Province of Newfoundland and Labrador on the 19th day of May 1949, the Corporation's mandate is as follows:

- (a) To establish, operate, maintain and conduct a golf course to accommodate the needs of its membership and the general public.
- (b) To acquire, build, lease and/or own buildings, equipment, goods and associated amenities to operate golf course facility.

- (c) To promote, foster and develop the sport of golf, locally, regionally, provincially and nationally.
- (d) To investigate and develop other recreational pursuits that would compliment the existing operations to meet the needs of the membership and general public.

**ARTICLE 3
HEAD OFFICE**

3.1 LOCATION

The Head Office of the Corporation shall be located at such place in the City of Corner Brook, Province of Newfoundland and Labrador as shall be determined by the Board of Directors or at such other place in the Province of Newfoundland and Labrador as may from time to time be determined by the Board.

**ARTICLE 4
SEAL**

- 4.1 The seal of the Corporation shall be in such form as prescribed by the Board of Directors.
- 4.2 The Board of Directors shall provide for the safe custody of the seal of the Corporation and such seal shall never be used except by the authority of the Board of Directors or of a committee of the Board of Directors empowered in that behalf and in the presence of two (2) Directors at least who shall sign every instrument to which such seal is affixed.

**ARTICLE 5
MEMBERSHIP**

- 5.1 The Board of Directors may at any time and from time to time in its absolute and uncontrolled discretion and without assigning any reason refuse the application of any person(s) for membership in the Corporation.
- 5.2 Membership qualifications may be prescribed by the Board from time to time.
- 5.3 Repealed
- 5.4 There shall be an annual fee for all members of an amount to be set each year by the Board of Directors. The annual fee shall be payable on a day or date or within a period of time to be set from time to time by the Board of Directors.

- 5.5 The Board of Directors may from time to time make the facilities of the Corporation available to such person or class of persons as it may deem desirable or expedient subject to such terms and conditions as it shall decide provided nevertheless that such invitations or the acceptance thereof shall not be construed to admit such person to be members of the Corporation.
- 5.6 The Board of Directors may admit to the Corporation as "honorary members" such person(s) and for such periods as it may from time to time see fit. The Board of Directors will provide these members privileges as set by the Board.
- 5.7 Membership is not transferable.
- 5.8 (a) Membership automatically terminates upon the happening of any of the following events:
- (i) if a Member, in writing, resigns as a Member;
 - (ii) if a Member dies; or
 - (iii) by such other events as may be prescribed by the Board.
- (b) A person's membership may also be suspended or terminated by resolution of the Board passed by a vote of a simple majority of the votes cast at a meeting considering the matter.
- (c) The Board of Directors shall also have the power to discipline any member of the Corporation and in its discretion disallow any member of the Corporation the use of the premises and/or facilities of the Corporation, and any such member so disallowed the use of such premises or facilities shall not be, during such period, a member in good standing of the Corporation.

ARTICLE 6
BOARD OF DIRECTORS

- 6.1 (a) The Board of Directors shall consist of:
- (i) The President
 - (ii) The Vice-President
 - (iii) The Immediate Past President
 - (iv) The Treasurer

- (v) The Secretary, and
 - (vi) Not less than four (4) and not more than six (6) other Directors
- (b) Beginning with the year of adoption of these “By-Laws” the President, Secretary and three (3) Directors shall be elected, each for a term of one (1) year and thereafter the elections for each of those positions shall occur every two (2) years. The Vice-President, Treasurer and the three (3) Directors shall be elected, each for a term of two (2) years and thereafter the elections for each of those positions shall occur every two (2) years.
- (c) The Immediate Past President shall automatically be a member of the Board of Directors with full privileges and voting rights, provided he or she is not ineligible by reason of Article 6.5 hereof. The Immediate Past-President shall hold office until he/she is succeeded.
- (d) No person shall be eligible for election as a Director unless he or she shall:
- (i) be a member in good standing of the Corporation; and
 - (ii) have been nominated in writing by two (2) members of the Corporation and such nomination shall have been filed with the Secretary within fifteen (15) days after the date fixed for the call of nominations for the Annual General Meeting at which such election is to take place.

In the election of Officers and Directors the candidate polling the highest number of votes shall be deemed to be the successful candidate. Each member who votes by proxy shall be entitled to one (1) vote for the office of President, Vice-President, Treasurer, Secretary and three (3) votes for the office of Director by the person voting. In the election of Directors, a ballot in which more than three (3) candidates are voted for shall be deemed to be a spoiled ballot and shall not be counted.

- 6.2
- (a) The call for nominations shall be a minimum of thirty (30) calendar days prior to the date set for the Annual General Meeting and which call for nominations shall close fifteen (15) days thereafter.
 - (b) A member in good standing can vote by proxy by having another member, in good standing, present at the Annual General Meeting with a Proxy From that shall be in the form approved by the Board of Directors.

- (c) A member in good standing shall hold or cast a maximum of two (2) proxy votes from other members at any General Meeting of the Corporation.
- 6.3 The term of office of the President, Vice-President, Treasurer, Secretary and Directors elected at the Annual General meeting shall hold office for a period of two (2) years but all shall be eligible for re-election, re-appointment, as the case may be. And at the Annual General meeting, three (3) Directors shall be elected to hold office for two (2) years.
- 6.4 If the President, Vice-President, Treasurer or Secretary were ineligible to continue in office, the Board of Directors shall fill the vacancy so created from among their own number. If a Director be ineligible to continue in office, the position may be filled, if deemed necessary, by appointment of a member of the Corporation in good standing on the majority vote of the remaining Directors.
- 6.5 None of the President, Vice-President, Immediate Past President, Treasurer, Secretary or a Director shall be eligible to continue in office if he or she:
 - (a) becomes of unsound mind,
 - (b) for any reason whatsoever fails to maintain his or her status as a member in good standing of the Corporation,
 - (c) resigns by notice in writing to the Corporation his or her office of Directorate, or,
 - (d) is removed by a majority vote of the members of the Corporation at a general meeting duly called and constituted.

PROCEEDINGS OF DIRECTORS

- 6.6 The Directors may meet together at such places and at such times as they think fit for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit. At any meeting of the Board of Directors, the President, and in his or her absence the Vice-President, and in the absence of the Vice-President a person nominated by a vote of the Directors, shall take the chair. At any meeting of the Board of Directors, each director shall have one vote, and all questions arising at any meeting of the Board of Directors shall be determined by a majority of votes, and in the case of equality of votes the chairperson of the meeting shall have a second or casting vote. The quorum for any meeting of the Board of Directors shall be the aggregate of one (1) and that number equal to one-half of the members (whether elected or co-opted) of the Board of Directors at the time of such meeting. The President may at any time convene a meeting of the Board of Directors and the Secretary shall, upon the request of not less than two (2) Directors, shall convene a meeting of the Board of Directors.

- 6.7 The President may from time to time appoint from its members or the members of the Corporation, or both, such committees as ratified by the Board of Directors that may be deemed necessary or expedient. The Board of Directors may delegate to such committees such of the powers and duties of the Board of Directors as the Board may determine. Such committees shall periodically report to the Board of Directors and shall conduct their business in accordance with the directions of the Board of Directors.
- 6.8 All acts done by any meeting of the Board of Directors, or by any committee appointed pursuant to Article 6.7 of these By-Laws shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any of such directors, or any person appointed to a committee pursuant to said Article 6.6, or that they or any of them were ineligible, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee, as the case may be.
- 6.9 A resolution in writing, signed by all the Directors personally, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

POWERS OF DIRECTORS

- 6.10 The management of the business of the Corporation shall be vested in the Board of Directors, and the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, and are not hereby or by statute expressly directed or required to be exercised or done in General Meeting of the members of the Corporation, and the exercise of such powers, authorities and discretions shall be subject also to the regulations of any General Meeting of the members of the Corporation especially convened for the purpose, provided that no regulations so made shall invalidate any prior act of the Board of Directors which would have been valid if such regulations had not been made.
- 6.11 A meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the rules, regulations or by-laws of the Corporation, vested in or exercisable by the Board of Directors.
- 6.12 Any Director may, notwithstanding any rule or law or equity to the contrary of the Corporation, be appointed to any office under the Directors, with or without remuneration, but he or she shall not, in such event, vote upon any question connected with the appointment or remuneration of such office. No director shall be disqualified by his or her office from contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way interested be voided, nor shall any director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of

such director holding that office or the fiduciary relationship thereby established, provided, however, that the nature of his or her interest must be disclosed by him or her at the meeting of the Board of Directors at which such contract or arrangement is determined upon, if this interest then exists, or in any other case at the first meeting of the Board of Directors, after the acquisition of his or her interest, and that no director shall as a director vote in respect of any contract or arrangement in which he or she is so interested as aforesaid, and if he or she does so vote, his or her vote shall not be counted, but this prohibition shall not apply to any contract by or on behalf of the Corporation to give to the Directors or any of them any security by way of indemnity and such prohibition may at any time or times be suspended or relaxed to any extent as may be determined by the members at a General Meeting duly called and constituted.

- 6.13 The Board of Directors may from time to time entrust to and confer upon an Executive Committee consisting of one or more of the members of the Board of Directors such of the powers exercisable under these By-Laws by the Directors as the Board may think fit, and may confer such other powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as it thinks expedient, and it may confer such other powers, either collaterally with, or to the exclusion of, or in substitution for all or any of the powers of the Board of Directors on that behalf, and during its existence such Executive Committee shall continue to exercise such powers.
- 6.14 The Board of Directors shall have the power from time to time to engage the services of staff or such other services including advisors and to provide for the remuneration of the same and, to provide for such pensions and benefits for such staff or employees as the Board of Directors shall deem expedient.
- 6.15 The Board of Directors shall have the power at any time and from time to time to make such policies manuals, rules and/or regulations as are necessary for the management and control of the Corporation and its facilities, and for the control, discipline and regulation of the members of the Corporation.
- 6.16 A Director may be or become a director of any Corporation promoted by this Corporation or in which it may be interested as a vendor, shareholder or otherwise, and no such director shall be accountable for any benefits received as a director or member of such Corporation.
- 6.17 The powers of the Directors of the Corporation set out and contained in these Articles in particular, but without limitation, Article 6.9 to 6.16, inclusive.
- 6.18 Notwithstanding any Article contained in these By-Laws, the President or his/her designate may submit any matter to a vote by telephone, facsimile, electronic mail or mail-in ballot.

- 6.19 The management of the affairs of the Corporation shall be vested in the Board which shall do all such things and perform all acts as may be necessary for the proper conduct of the Corporation and are required by law. Without limiting the generality of the foregoing, this shall include the following:
- (a) The Board shall cause proper and complete books of account and records to be kept of all receipts and expenditures, assets and liabilities of the Corporation.
 - (b) The Board shall enact such policies or regulations as may appear expedient or necessary for the management of the affairs of the Corporation.
 - (c) The Board shall receive and review all recommendations for policies or changes to policy and only the Board may enact policy.
 - (d) The amending of these by-laws.
 - (e) The Board may dissolve the Corporation or suspend its officers, provided such dissolution or suspension is approved by at least two-thirds of the votes cast at a duly constituted meeting of the membership; no such vote may be taken before at least thirty (30) days' notice is given in writing to the Chair, or if there is no Chair, the most senior officer of the Corporation.
 - (f) In the event of the Corporation being dissolved, its assets after its liabilities have been paid, shall be distributed to an organization in the Province, the undertaking of which is charitable or beneficial to the community.
- 6.20 The Board may remove any Director, in accordance with Article 6.5, before the expiration of the period of office upon a simple majority vote based on votes cast at any Board Meeting and appoint another person in her/his stead. The person so appointed shall hold office during such time, only as the Director in whose place she/he is appointed, would have held office if she/he had not been removed.

ARTICLE 7

OFFICERS

- 7.1 The President shall preside at all meetings of the Board of Directors and at all General Meetings of the members of the Corporation at which he or she is present and shall exercise supervision and control, subject to the directions of the Board of Directors, over the business, officers, agents and employees of the Corporation.

7.2 In the absence of the President, or in the case of his or her inability to act, the powers and duties vested in the President shall be assumed by the Vice-President or upon a Director specially named by the Board of Directors for that purpose.

7.3 The Secretary shall:

- (i) issue or cause to be issued notices for all meetings of the Board of Directors and for all General Meetings of the members of the Corporation when directed to do so.
- (ii) have charge of the minute book or books of the Corporation.
- (iii) sign with the President or other signing officer or officers of the Corporation such instruments as require his or her signature.
- (iv) shall perform such other duties as the terms of his or her engagement call for or the Board of Directors may from time to time properly require of him or her.

7.4 The Treasurer shall:

- (i) have the care and custody of all of the funds and securities of the Corporation and shall ensure the deposit of the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct.
- (ii) at all reasonable times exhibit his or her books and accounts to any director upon application at the office of the Corporation during business hours.
- (iii) sign or countersign such instruments as require his or her signature.
- (iv) perform all duties incident to his or her office or that are properly required by the Board of Directors.
- (v) The Treasurer will be the Chairperson of the Financial Committee.
- (vi) adhere to the requirements as outlined in Articles 8.1 and 8.2 of these By-Laws.

7.5 OTHER OFFICERS

The powers and duties of all other officers shall be such as the Directors may determine.

7.6 VARIATION OF DUTIES

The Directors may, from time to time, vary, add to or limit the powers and duties of any officer.

7.7 AGENTS OR ATTORNEYS

The Directors shall have power from time to time to appoint agents or attorneys for the Corporation with such powers (including the power to sub-delegate) of management, administration or otherwise as the Directors may specify.

7.8 TERM OF OFFICE

The Directors in accordance with Article 6.20 may remove any officer at any time but such removal shall not affect the rights of such officer under any contract of employment with the Corporation. Otherwise, each officer shall hold office until her or his successor is appointed.

**ARTICLE 8
FINANCE COMMITTEE**

8.1 The Treasurer shall serve as Chairperson of the Finance Committee, which shall:

- (a) consist of a minimum of three (3) persons and a maximum of five (5) persons, including the chairperson. Members shall be in good standing and shall be ratified by the Board of Directors
- (b) assist the Board in maintaining member confidence and support and work to ensure that the organization is in good financial health, that the assets are protected and resources are used appropriately.
- (c) recommend to the Board of Directors changes in policy, procedures or programs that might effect the financial position of the Corporation.
- (d) advise the Board of Directors of any concerns related to finances
- (e) liaison with the General Manager
- (f) inform the General Manager and/or Board of Directors of any concerns regarding financial issues
- (g) ensure timely reporting and accounting reports are presented

- (h) recommend to the Board of Directors any issues related to financial expenditures
 - (i) assist in the development and monitoring of operational and capital budgets
 - (j) notwithstanding (a) – (i) herein, the Finance Committee shall not be responsible for the day – to – day operations of the course.
- 8.2
- (a) Except as hereinafter provided, each member of the Financial Committee shall hold office for a term of two (2) years from the date of his or her appointment.
 - (b) The Treasurer of the Financial Committee shall be Chairperson, who shall preside at all meetings of the Financial Committee.
 - (c) The Board may remove any member of the Financial Committee before the expiration of the period of office upon a simple majority of votes cast at a Board meeting and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed.
 - (d) Subject to these By-Laws, the members of the Financial Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. 50% plus one of the members of the Financial Committee shall form a quorum. Questions arising at any meeting shall be decided by a majority of votes. At any meeting of the Financial Committee, each member present shall have one vote; and no member will vote by proxy. In the case of an equality of votes, the Chairperson of the Financial Committee shall be entitled to and have an additional or casting vote.
 - (e) The Chairperson of the Financial Committee or the Secretary of the Corporation may at any time summon a meeting of the Financial Committee. Notice of any meeting of the Financial Committee must be given to all the members thereof, but the accidental omission to give such notice to any such member shall not invalidate the proceedings at any meeting of the Financial Committee.
 - (f) The members of the Financial Committee may act notwithstanding any vacancy in their body unless the number of members thereof is reduced below two. Any vacancy occurring in the Financial Committee shall be filled up forthwith by the Directors and any person so chosen shall continue as a member of the Financial Committee until the term of the member whom he replaces would have expired in the normal course pursuant to this Article.
 - (g) The Financial Committee shall have the powers set out in Article 8.1.

ARTICLE 9
GOLF COMMITTEE

- 9.1 The position of Golf Captain shall be filled by the Board of Directors from among their own number. If a Director is unable to fill the position, the position may be filled, by appointment of a member of the Corporation in good standing on the majority vote of the Directors. The Golf Captain shall establish a committee to be known as the Golf Committee consisting of a minimum three (3) persons and a maximum of five (5) persons, including the Chairperson, and ratified by the Board of Directors, all of whom shall be members in good standing. The Golf Committee shall represent the interests of the golf members. This will include matters related to Tournaments, Pace of Play, Junior Program Tee Bookings, Course Maintenance, Rules of Golf, Representation on Provincial and National Committees, liaison with the RCGA and the NLGA, and other pertinent golf issues, including, but not limited to the following:
- (a) recommend to the Board of Directors changes in policy, procedures or programs that are sanctioned by the Golf Committee.
 - (b) advising the Board of Directors of any concerns related to golf
 - (c) liaison with the General Manager and Golf Professional
 - (d) ensure the Junior Program is meeting the needs of the youth membership.
 - (e) ensure the rules and pace of play officials are available for designated tournaments.
 - (f) ensure members are aware and adhere to the dress code policy
 - (g) inform the General Manager and/or Board of Directors of any concerns regarding course issues
 - (h) ensure members competing in tournaments are aware they must have accurate handicaps to compete
 - (i) recommend to the Board of Directors any issues related to financial expenditures
 - (j) liaison with the General Manager regarding the handicap system
 - (k) organize and administer golf tournaments

- (l) notwithstanding (a) – (k) herein, the Golf Committee shall not be responsible for the day – to – day operations of the course. However the Golf Committee can make recommendations to the Board of Directors.
- 9.2 (a) Except as hereinafter provided, each member of the Golf Committee shall hold office for a term of two (2) years from the date of his or her appointment, whereupon he or she shall retire.
- (b) The Golf Captain shall be Chairperson, who shall preside at all meetings of the Golf Committee.
- (c) The Board may remove any member of the Golf Committee before the expiration of the period of office upon a simple majority vote of votes cast at any Board Meeting and appoint another person in his/her stead. The person so appointed, shall hold office during such time only as the Director in whose place he/she is appointed, would have held office if he/she had not been removed.
- (d) Subject to these Articles, the members of the Golf Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. 50% plus one of the Golf Committee shall form a quorum. Questions arising at any meeting shall be decided by a majority of votes. At any meeting of the Golf Committee, each member present shall have one vote, and no member will vote by proxy. In the case of an equality of votes, the Chairperson of the Golf Committee shall be entitled to and have an additional or casting vote.
- (e) The Chairperson of the Golf Committee or the Secretary of the Corporation may at any time summon a meeting of the Golf Committee. Notice of any meeting of the Golf Committee must be given to all the members thereof, but the accidental omission to give such notice to any such member shall not invalidate the proceedings at any meeting of the Golf Committee.
- (f) The members of the Golf Committee may act notwithstanding any vacancy in their body unless the number of members thereof is reduced below two. Any vacancy occurring in the Golf Committee shall be filled up forthwith by the Directors and any person so chosen shall continue as a member of the Golf Committee until the term of the member whom he replaces would have expired.

ARTICLE 10
ANNUAL GENERAL MEETING

- 10.1 The Annual General Meeting of the Corporation shall be held within four months of the fiscal year end (October 31) of The Blomidon Golf Club. The meeting will be held not later than February 28th. The meeting shall be held at a time to be fixed by the Board of Directors provided that the failure of the meeting to convene on the day hereinbefore

specified shall not invalidate the business of an Annual General Meeting convened at another time.

- 10.2 Thirty (30) days at least before an Annual General Meeting or seven (7) days before a General Meeting, or an Extraordinary General Meeting, notice of such meeting of the business to be transacted thereat shall be sent to every member of the Corporation, but the failure of any one or more of the members of the Corporation to receive such notice shall not invalidate the business to be conducted thereat.
- 10.3 The Board of Directors may at any time for any purpose call an Extraordinary General Meeting of the members of the Corporation and it (or the Secretary) shall do so forthwith upon a requisition in writing of not less than one-tenth of the members in good standing of the Corporation stating the purpose for which the Extraordinary General Meeting is required.
- 10.4 At any Annual General Meeting, General Meeting or Extraordinary General Meeting of the members of the Corporation, the President and in his or her absence the Vice-President and in the absence of the Vice-President, a person nominated by a vote of such members present shall take the chair.
- 10.5 Every member of the Corporation in good standing present in person at an Annual General Meeting, General Meeting or Extraordinary General Meeting of the members of the Corporation shall be entitled to one (1) vote upon every motion and in case of an equality of votes the chairperson of the meeting shall have a second or casting vote.
- 10.6 A quorum at all Annual General Meetings, General Meetings and Extraordinary General Meetings of the members of the Corporation shall be not less than twenty-five (25) members of the Corporation in good standing personally present. If at any such General Meeting, whether an Annual General Meeting or an Extraordinary General Meeting, there shall not be a quorum, the chairperson shall thereupon postpone such General Meeting to the same time and place seven (7) days thence, unless the seventh day thence is a holiday whereupon it shall be on the first working day after the holiday at the same hour, and on the attendance at the adjourned Meeting the business postponed may be conducted no matter how many members of the Corporation shall attend. It shall not be necessary to send to the members of the Corporation notice of such adjourned Meeting.
- 10.7 The Annual General Meeting shall consider all items of business placed before it on an agenda approved by the Board. At the said Annual General Meeting, the following business shall be transacted.
 - a) Call to Order
 - b) Reading of Notice of Meeting
 - c) Appointment of Scrutineers (if necessary)

- d) Reading of Minutes of Last Annual Meeting and Special Meetings
- e) Business Arising From the Minutes
- f) Presentation of Directors Reports
- g) Presentation of Financial Reports
- h) Adoption of Reports
- i) Constitutional Amendments (if necessary)
- j) General Discussion
- k) Election of Officers
- l) Election of Directors
- m) Appointment of Auditor(s)
- n) New Business
- o) Adjournment

10.8 At any General Meeting, unless a poll is demanded by at least three (3) Directors in attendance, a declaration by the President that a resolution has been carried by a show of hands and an entry to that effect in the book of the proceedings of the Corporation and shall be sufficient evidence of the fact without proof of the number or proportion of the Directors recorded in favor of or against such resolution.

ARTICLE 11

NOTICES

- 11.1 A notice may be served by the Corporation upon any member thereof either personally, electronically, by sending it through the post addressed to such member at his or her registered address and/or one (1) notice published in a local newspaper.
- 11.2 Any notice if served by post shall be deemed to have been served when the same shall have been posted and in proving such service it shall be sufficient to prove that the notice was properly addressed and put into a post office, electronic address or postal letterbox. Where a given number of days' notice or a notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.
- 11.3 In the case of members of the Corporation who have no registered place of address, a notice posted up in the chief place of business or registered office of the Corporation shall be deemed to be duly served on such members at the expiration of twenty-four (24) hours after such notice has been so posted.
- 11.4 A notice or document required by the Act, the regulations there under, the articles or the bylaws of the Corporation to be sent to a Director of the Corporation may be sent by prepaid ordinary mail addressed to, electronically send to or may be delivered personally to, the member or Director at her or his latest address as shown in the records of the Corporation. A notice or document if mailed to a Director of the Corporation shall be deemed to have been given when deposited in a post office or public letterbox. If the

Corporation sends a notice or document to a member in accordance with this section and the notice or document is returned on three (3) consecutive occasions because the member cannot be found, the corporation is not required to send any further notices or documents to the member until she or he informs the Corporation in writing of her or his new address.

11.5 OMISSIONS AND ERRORS

The accidental omission to give any notice or send any document to any director or other person or the non-receipt of any notice or document by any director or other person or any error in any notice or document not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

- 11.6 The signature to any notice or document given by the Corporation may be printed or otherwise mechanically reproduced thereon or partly printed or otherwise mechanically reproduced thereon.

ARTICLE 12 BUSINESS OF THE CORPORATION

12.1 BANK ACCOUNTS, CHEQUES, DRAFTS AND NOTES

The Corporation's bank accounts shall be kept in such chartered bank or banks trust Corporation or trust companies or other firm or corporation carrying on a banking business as the Directors may by resolution from time to time determine. Cheques on bank accounts, drafts drawn or accepted by the corporation, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the corporation's name.

12.2 EXECUTION OF INSTRUMENTS

The General Manager and any one (1) of the Directors, but including at least one (1) of the President, Vice-President, Secretary or Treasurer, shall have authority to sign in the name and on behalf of the Corporation all instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any other officer or officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing. Any signing officer may affix the corporate seal to any instrument requiring the same.

The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, powers of attorney, deeds, mortgages, hypothecation agreement, charges, conveyances, transfers and assignments of property (real or personal, immoveable or moveable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, instruments of proxy and all paper writings.

12.3 BORROWING POWERS

- (i) Subject to 12.3 (ii) herein, The Board of Directors may from time to time at its discretion raise, borrow or secure the payment of any sum or sums of money for the purposes of the Corporation and may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by giving mortgages upon or by the issue of debentures, bonds or other securities of any kind charged upon all or any part of the undertaking, properties and rights of the Corporation, both present and future, or by making, accepting, endorsing or executing any promissory notes, bills of exchange or by hypothecation.
- (ii) The Board of Directors will only be authorized to borrow to a maximum of one hundred thousand dollars (\$100,000) in any fiscal year. The Board of Directors will be required to obtain authorization from the membership through a General Meeting for approval to borrow amounts in excess of the above noted amount.

12.4 FISCAL YEAR

The fiscal year end of the Corporation shall be October 31 in each an every year.

ARTICLE 13 MINUTES AND RECORDS

13.1 A copy of all minutes and records of all Board and Committee meetings shall be filed with and kept at the Corporation' head office.

13.2 The Board of Directors:

- (i) shall cause minutes to be duly entered in a minute book or books provided for the purpose:
 - (a) of all appointments of officers made by the Board of Directors;

- (b) of the names of the Directors present at each meeting of the Board of Directors;
 - (c) of all orders made by the Directors, and
 - (d) of all resolutions and proceedings of General Meetings of the members of the Corporation and of meetings of the Board of Directors, and
- (ii) may cause to be duly entered into a minute book or books provided for the purpose of all orders made by and of all resolutions and proceedings of meetings of any committee appointed pursuant to Article 6.7 of these By-Laws, and any such minutes as aforesaid, if signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

ARTICLE 14
ACCOUNTS

14.1 The Board of Directors shall cause true accounts to be kept:

- (a) of the sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditures take place, and
- (b) of the assets and liabilities of the Corporation.

14.2 The books of account shall be kept at the registered office of the Corporation or such other place or places as the Board of Directors may determine. The Board of Directors shall from time to time determine whether and to what extent and at which times and places and on what conditions the books of and the accounts of the Corporation or any of them shall be open to the inspection of the members of the Corporation and such members shall have only such rights of inspection as are given to them by statute or by the Board of Directors.

14.3 An Auditor prepared financial statement shall be made out and laid before the Corporation at each and every Annual General Meeting of the members of the Corporation made up to a date not more than six months before such Annual General

Meeting. Such balance sheet shall be accompanied by a report of the Directors upon the general state of the Corporation.

ARTICLE 15
AUDIT OF ACCOUNTS

- 15.1 Once at least in every fiscal year of the Corporation, the accounts of the Corporation shall be examined and the correctness of the balance sheet ascertained by one or more auditor or auditors.
- 15.2 The auditor shall be appointed in the manner set forth in Article 15.4 of these By-Laws.
- 15.3 If one auditor only is appointed, all the provisions herein contained relating to auditors shall apply to them.
- 15.4 The election of auditors shall be made at each and every Annual General Meeting of the members of the Corporation, provided that:
- (i) the Corporation may without assigning any reason therefore at any General Meeting of the members of the Corporation by ordinary resolution replace any auditors so elected and elect new auditors in their stead, and
 - (ii) the auditors so replaced shall be entitled to be paid only for services performed up to the date of their replacement.
- 15.5 The Treasurer shall make a report to the Corporation as to the financial position of the Corporation and the report shall contain a balance sheet and operating account. The Treasurer shall table the Auditor's Report.

ARTICLE 16
REPEAL AND AMENDMENT OF BY-LAWS

- 16.1 These By-Laws may only be repealed or amended by a two-thirds majority vote by the members present at an Annual General Meeting or Extra Ordinary Meeting of the membership for that purpose.

ARTICLE 17
INDEMNITY

- 17.1 The Directors and officers of the Corporation acting bona fide and in good faith shall be indemnified out of the assets of the Corporation from any and all actions, debts, causes of action or claims advanced against them in connection with actions taken on behalf of the

Corporation in the capacity of director and officer. An Insurance Policy shall be maintained to protect the Directors against any claim made against the Corporation.

ARTICLE 18
REMUNERATION OF OFFICERS AND DIRECTORS

- 18.1 The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his or her position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

ARTICLE 19
SERVICE TO MEMBERS

- 19.1 The Corporation shall at all times strive and endeavor to do all things within its power to uphold and further the aims and objects of the Association, and of its individual members.

ARTICLE 20
EFFECTIVE DATE

- 20.1 This By-Law shall come into force and take effect, subject to confirmation by the Board in accordance with the Act, upon enactment by the Directors of the Corporation.