

BY-LAW NO. 3

(May 26, 2007)

A By-Law relating generally to the transaction of the business of
THE ONTARIO SPEED SKATING ASSOCIATION

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BE IT ENACTED AS A BY-LAW

ARTICLE 1: DEFINITIONS AND INTERPRETATION

In this By-Law and all other By-Laws of the Association, unless the context otherwise requires:

- 1.01 "Association" means "The Ontario Speed Skating Association" incorporated under the laws of the Province of Ontario on March 6, 1981.
- 1.02 "Affiliated Club" means any speed skating club or in-line skating club organized within a specified geographical region in Ontario for competitive speed skating, recreational long blade skating, long distance and marathon skating and/or in-line skating, and accepted for affiliation with the Association by resolution of the Board of Directors.
- 1.03 "Annual Meeting" means the meeting of the Ordinary Members held annually for the purposes set forth in paragraphs (a) to (d) both inclusive of Article 6.04.3.
- 1.04 "Annual Meeting" means an Annual Meeting which is also constituted as a General Meeting.
- 1.05 "Board" means the Board of Directors of the Association.
- 1.06 "By-Law" means any By-Law of the Association from time to time in force and effect;
- 1.07 "Contracts" means deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

- 1.08 "Corporations Act" means the Corporations Act (Ontario), Chapter C-38 of the Revised Statutes of Ontario 1990, as amended from time to time or any statute that may hereafter be substituted therefor.
- 1.09 "Director" means a director of the Association elected or appointed in accordance with the By-Laws of the Association.
- 1.10 "General Meeting" means a meeting of Ordinary Members for any particular purpose or for the transaction of any particular business other than the purposes of an Annual Meeting.
- 1.11 "Honorary Member" is a person to whom such status has been granted for life or a lesser term by resolution of the Board in recognition of an outstanding contribution to speed skating, in-line skating and/or the Association with such rights, privileges and duties, subject to the provisions of the By-Laws, as the Board shall determine at the time of such award.
- 1.12 "Independent Member" means
- (a) an active individual speed skater or an active individual in-line skater who resides in a geographical region in which there is no affiliated club and who makes a direct application to the Association for membership and who is accepted for membership in the Association; or
 - (b) a corporation, an incorporated association or unincorporated association which is interested in furthering and/or providing tangible support to, the objects of the Association and which makes a direct application to the Association for membership and is accepted for membership in the Association.
- 1.13 "Member" means any person accepted for membership in the Association from time to time in one of the categories of membership set forth in the By-Laws.
- 1.14 "Meeting of Members" means any Annual Meeting, any Annual General Meeting or any General Meeting and held by virtue of (and equates to) a Meeting of Voting Delegates.
- 1.15 "Meeting of Voting Delegates" shall mean a Meeting of Members.
- 1.16 "Ordinary Member" means
- (a) an active individual speed skater or an active individual in-line skater who is a member of an affiliated club and who takes part on a regular basis in speed skating and/or in-line skating activities of such affiliated club and/or in events and competitions sponsored by, supported by and/or sanctioned by the Association and who applies to be a Member of the Association through his/her membership in an affiliated club (hereinafter referred to as an "Ordinary Skating Member"); or
 - (b) an individual who is a non-skater who supports, assists or has an interest in speed skating and/or in-line skating (hereinafter referred to as an "Ordinary Associate Member").
- 1.17 "Person" includes an individual, a corporation, an unincorporated association or incorporated association.
- 1.18 "Procedures and Regulations" (the "P&Rs"), means the code of rules which govern the sport of speed skating, long distance, marathon skating and in-line skating in Ontario and which are approved by the Association from time to time in accordance therewith.
- 1.19 "Simple Majority" is a measure that is greater than 50% of those voting on any question.
- 1.20 "Skater" means a competitive speed skater, recreational speed skater, long distance speed skater, marathon speed skater or in-line skater.
- 1.21 "Special Event Member" means an individual speed skater or an individual in-line skater who is not a member of an affiliated club and is not an Independent Member but wishes to
- (a) take part on a limited or isolated basis in speed skating and/or in-line skating activities of an affiliated club during a particular speed skating season or during a particular in-line skating season; or
 - (b) take part in a limited number of open events or competitions sponsored by, supported by or sanctioned by the Association during a particular speed skating season or during a particular in-line skating season.
- 1.22 "Special Business" shall mean all business and matters to be transacted at a General Meeting or all business and matters to be transacted at an Annual General Meeting, save and except consideration of the minutes of any earlier Meeting of Members and save and except the purposes set forth in paragraphs (a) to (d) both inclusive of Article 6.04.3.
- 1.23 "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a Meeting of Members duly called for that purpose.

- 1.24 "Voting Delegate" means an individual (who is a member of an affiliated club) who is an Ordinary Member in good standing of the Association and who is at least eighteen (18) years of age and who is elected or appointed by such affiliated club, as the representative of the members of such affiliated club for a specified Meeting of Members for all purposes of such meeting including the exercise of the voting rights of the Ordinary Members who are the members of such affiliated club as set forth in Article 6.
- 1.25 In this By-Law and all other By-Laws of the Association, unless the context otherwise requires:
- (a) words importing the singular number only shall include the plural and vice versa;
 - (b) words importing the masculine gender shall include the feminine and neuter genders;
 - (c) all terms defined in the Corporations Act have the same meaning.
- 1.26 "In writing" includes, but is not limited to, correspondence, letters, memoranda, notes, facsimile and email.

ARTICLE 2: SEAL AND HEAD OFFICE

- 2.01 The Seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Association.
- 2.02 The Head Office of the Association shall be in the **Village of Lakefield** in the Province of Ontario (subject to change by Special Resolution) and at such place within the **Village** as the Directors may designate by resolution from time to time.

ARTICLE 3: MEMBERSHIP

- 3.01.1 The following are eligible for membership in the Association:
- (i) the applicants for incorporation;
 - (ii) any person including any individual, corporation, unincorporated association and incorporated association who is interested in furthering and/or prepared to provide tangible support to, the objects of the Association.
- 3.01.2 A membership in the Association is not transferable.
- 3.02.1 There shall be four (4) categories of membership in the Association, namely: (1) Honorary Membership, (2) Ordinary Membership, (3) Independent Membership and (4) Special Event Membership.
- 3.02.2 There shall be two (2) sub-categories of Ordinary Membership, namely: (a) Ordinary Skater Membership and (b) Ordinary Associate Membership.
- 3.02.3 Any eligible person may be admitted as a Member upon agreeing to become a Member and upon payment to the Association of the annual membership dues (if any) or other relevant membership dues and fees.
- 3.02.4 Subject to Article 6.01.3, an individual under the age of eighteen (18) years may be admitted as a Member of the Association.
- 3.03.1 An Honorary Member is not entitled to vote at any Meeting of Members.
- 3.03.2 An Honorary Member is not eligible to be a Director.
- 3.03.3 An Honorary Member is not required to pay membership dues.
- 3.04.1 An individual shall apply to be an Ordinary Member through his/her membership in an affiliated club. An individual may not make a direct application to the Association to be an Ordinary Member.
- 3.04.2 An Ordinary Member shall not be entitled to vote in his/her personal capacity on any question at any Meeting of Members but shall be eligible to be a Voting Delegate on behalf of the Members who belong to the affiliated club of which he/she is a member. As set forth in Article 6, the right of an Ordinary Member to vote on any question at any Meeting of Members is exercised (as part of the group of Members who are Members of the affiliated club of which he/she is a member) by a Voting Delegate who represents or Voting Delegates who represent the group of Members comprised of the members of such affiliated club.
- 3.04.3 An Ordinary Member is eligible to be a Director.
- 3.04.4 An Ordinary Member shall pay annual membership dues.
- 3.04.5 An Ordinary Member shall be deemed in good standing upon payment of his/her membership dues for the relevant twelve (12) month period.
- 3.05.1 An Independent Member who is not a Director, is not entitled to vote at any Meeting of Members.

- 3.05.2 An Independent Member is eligible to be a Director.
- 3.05.3 An Independent Member shall pay annual membership dues.
- 3.05.4 An Independent Member shall be deemed in good standing upon payment of his/her membership dues for the relevant twelve (12) month period.
- 3.06.1 A Special Event Member is not entitled to vote at any Meeting of Members.
- 3.06.2 A Special Event Member is not eligible to be a Director.
- 3.06.3 A Special Event Member shall pay dues and fees for each activity, event or competition in which he/she participates.
- 3.07 No Honorary Member nor an Ordinary Associate Member may participate as a skater in any skating activities, events or competitions sponsored by, supported by or sanctioned by the Association.

ARTICLE 4: TERMINATION AND SUSPENSION OF MEMBERSHIP

- 4.01 An Honorary, Ordinary or Independent membership terminates:
 - (i) on the death of an individual;
 - (ii) upon notice of the resignation of a Member being given to the Secretary or to the Vice President Administration and Finance;
 - (iii) upon approval of a resolution by the Board to terminate the membership of an individual who, or a corporation or association which has, in the opinion of the Board, failed to meet the qualifications of membership or has failed to pay the membership dues;
 - (iv) as set forth in Article 16.06;
 - (v) at the end of each (12) twelve month period to which annual membership dues (if any) apply;
 - (vi) on the dissolution of a corporation or association which is a Member;
 - (vii) on the winding up of the Association.
- 4.02 Upon termination of his/her membership, the Member shall immediately return to the Association all books or other property of the Association which are in his/her possession or control.
- 4.03 If at the date of termination of membership, a Member is indebted to the Association, he/she shall remain liable for payment of all such indebtedness.
- 4.04.1 Subject to Article 4.04.2 and Article 5, any Member who,
 - (a) wilfully violates the By-Laws;
 - (b) wilfully violates the Procedures and Regulations;
 - (c) wilfully violates any other regulations or any decision of the Board; or
 - (d) conducts himself/herself in a manner which in the opinion of the Executive Committee is detrimental to the interests of or reputation of the Association may have his/her membership suspended temporarily or may have his/her membership revoked by resolution which includes the reason for suspension or revocation, passed by at least two-thirds of the votes cast of a meeting of the Board.
- 4.04.2 A Member against whom any such allegation is made shall receive ten (10) days notice in writing of the details of such allegation and of the place (if applicable), time and date of a meeting of the Board to deal with the same. Any such Member shall be entitled to make submissions with respect to such allegations verbally and/or in writing prior to the question being put to a vote by the Board.
- 4.04.3 The Secretary or President of the Association shall send to such Member a notice to advise him/her of the decision of the Board and the reason(s) therefor.
- 4.04.4 Any Member who is suspended or who has his/her membership revoked shall immediately return to the Association all books or other property of the Association which he/she may have in his/her possession.
- 4.04.5 If at the date of suspension of a Member or if at the date of revocation of the membership of a Member, such Member is indebted to the Association, he/she shall remain liable for the payment of all such indebtedness.

ARTICLE 5: APPEALS

- 5.01 A decision of the Board to suspend a Member or to revoke the membership of a Member as set forth in Article 4.04 may be appealed by the Member as follows:
 - (a) The Member shall, within sixty (60) days of the receipt of the notice of the decision of the Board, file a Notice of Appeal with the Secretary or the President of the Association.

- (b) An appeal of the decision of the Board shall be heard by an Appeal Board within thirty (30) days of the date upon which the Notice of Appeal is so received. Such appeal shall be heard by an Appeal Board comprised of three individuals who shall be chosen in accordance with paragraph (c) hereof.
- (c) The Appeal Board shall be comprised of three individuals as follows:
 - (i) Two Ordinary Members who are not members of the Board shall be mutually agreed upon by the President and the Member who has filed the Notice of Appeal;
 - (ii) One individual who is the Sport Consultant to Speed Skating employed by the **Ministry of Health Promotion** (or its successor) or another appropriate person from such Ministry.
- (d) A representative of the Executive Committee and the Member who files the Notice of Appeal shall be entitled to make submissions verbally and/or in writing to the Appeal Board.
- (e) The issue shall be decided by a Simple Majority of the votes cast on the issue by the three individuals who comprise the Appeal Board. Each of the three individuals who comprise the Appeal Board shall be entitled to one (1) vote on the issue.
- (f) The Secretary or the President of the Association and the Member who filed the Notice of Appeal shall, within seven (7) days of the date of the appeal hearing, be notified in writing of the decision on the issue and the reason(s) therefore.
- (g) The decision of the Appeal Board shall be final and binding on the Association and on the Member who filed the Notice of Appeal.

ARTICLE 6: MEETINGS OF MEMBERS/VOTING DELEGATES

- 6.01.1 All Ordinary Members shall be divided into groups based upon the affiliated clubs to which they belong. Each Ordinary Member shall be included in the group of Ordinary Members which is comprised of the members of the affiliated club of which he/she is a member.
- 6.01.2 Each such group of Ordinary Members (being an affiliated club) shall elect or appoint from among its members, a Voting Delegate or Voting Delegates as provided in Article 7, to represent such group of Ordinary Members at a specified Meeting of Members. The President or the Secretary of each affiliated club shall, prior to the specified Meeting of Members, notify the Secretary of the Association of the name(s) of the Voting Delegate(s) for such Club so that such Voting Delegate(s) may be accredited for such meeting.
- 6.01.3 No Ordinary Member under the age of eighteen (18) years shall be entitled to be a Voting Delegate.
- 6.01.4 A Meeting of Voting Delegates, as herein provided for, shall for all purposes be deemed to be to have all the powers of a Meeting of Members.
- 6.01.5 Notwithstanding the election or appointment of a Voting Delegate or Voting Delegates to represent the group of Members comprised of the members of each affiliated club, no Ordinary Member, Independent Member or Special Event Member is prohibited from attending any Meeting of Members and participating in the discussions at such meeting. No Ordinary Member who is not a Voting Delegate or a Director, no Independent Member who is not a Director and no Special Event Member is entitled to vote on any question at a Meeting of Members.
- 6.02.1 The presence of a majority of Voting Delegates and Directors shall constitute a quorum at any Meeting of Members; no business shall be transacted at any Meeting of Members unless a quorum shall be present at the commencement of such business.
- 6.02.2 Persons entitled to attend a Meeting of Members shall be those entitled to vote thereat, the auditor or accountant of the Association, the Directors and others, who although not entitled to vote, are entitled or required under the provisions of the Corporations Act or the By-laws of the Association to be present at such meeting. Except as stated in Article 6.01.5, any other Person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.
- 6.03 Any Meeting of Members shall be held at the head office of the Association or at such other location in Ontario as the Board may determine and on such day or days as the Board shall determine.
- 6.04.1 The First Annual Meeting shall be held not later than eighteen months after the date of incorporation of the Association.
- 6.04.2 In subsequent years, an Annual Meeting shall be held no later than fifteen months after the previous Annual Meeting.
- 6.04.3 An Annual Meeting of Ordinary Members shall be held for the following purposes:
 - (a) to hear and/or receive reports of the Directors, the Affiliated Clubs and any other Person that the Directors determine shall or may make a report;

- (b) to consider and if thought fit, approve the financial statements of the Association for the preceding fiscal period and the auditor's report or accountant's comments in that regard;
 - (c) to elect the Directors and officers of the Association for the ensuing year save and except the Past President, the Skaters' Representative and the Secretary of the Association;
 - (d) to appoint the auditor or accountant of the Association for the ensuing year and authorizing the Board to fix his/her remuneration; and
 - (e) to transact such further and other business as may properly be brought before such meeting or any adjournment thereof. No business other than so specified in paragraphs (a) to (d) both inclusive, shall be transacted at an annual meeting of Ordinary Members unless such meeting is also validly constituted as a General Meeting.
- 6.05.1 Notice of a Meeting of Members shall
- (a) include the date, time and place of the meeting; and
 - (b) the general nature of the matters or business to be dealt with at and/or the purpose of, the meeting.
- 6.05.2 Notice of a Meeting of Members at which Special Business is to be transacted shall state or be accompanied by a statement of
- (a) the nature of the Special Business in sufficient detail to permit the Member to form a reasoned judgment therein; and
 - (b) the text of any special resolution or by-law to be submitted to such meeting.
- 6.06.1 The Directors may at any time and from time to time call a General Meeting of the Members.
- 6.06.2 The Directors shall call a General Meeting of the Members if not less than ten percent (10%) of the Ordinary Members make a written request to the President or Secretary that a General Meeting be convened. The written request or requisition of such Ordinary Members must be signed by each such Ordinary Member and must state the nature of Special Business in sufficient detail to permit the Members to form a reasoned judgement thereon and the text of any special resolution or by-law is to be submitted to such Meeting of Members.
- 6.07.1 Notice of a Meeting of Members shall be given in accordance with Article 6.07.2 and Article 13 to each Director, each Affiliated Club, each Ordinary Member, each Independent Member, each Special Event Member, each Honorary Member and the auditor or accountant of the Association, not less than ten (10) days and not more than fifty (50) days before the date on which the meeting is to be held. A Meeting of Members may be held at any time without notice if all of the Members entitled to vote thereat are present and do not object to the holding of the meeting or if all the Members who are entitled to notice of the meeting shall have waived notice of such meeting by instrument in writing.
- 6.07.2** Notice of a Meeting of Members shall be given to each Ordinary Member by written notice
- (a) sent **in writing** to the President or Secretary of the Affiliated Club of which the Ordinary Member is a member save and except if such Ordinary Member is a Director; or
 - (b) if the Member is at least eighteen (18) years of age, if sent **in writing** or sent by facsimile transmission to the Member at his/her last known address as shown on the books of the Association, or if served personally on the Member.
- 6.07.3 In addition to the notice to Members referred to in Article 6.07.2, notice of a Meeting of Members shall be given to each Affiliated Club.
- 6.08.1 The President shall, if present, preside at each Meeting of Members, or he/she may appoint any Vice President to act as Chairperson of any Meeting of Members. The President may appoint an individual who is not a Member to act as Chairperson of any Meeting of Members in which case, such individual shall not be entitled to a vote on any question or resolution.
- 6.08.2 In the absence of the President and every Vice President, the Voting Delegates present at any Meeting of Members shall choose another Director as Chairperson and if all the Directors present, decline to act as Chairperson, and/or if none of the President, the Vice Presidents or the Directors are present within thirty (30) minutes after the time appointed for the holding of the meeting, the Voting Delegates present shall choose one of their number to be Chairperson.
- 6.09 The Chairperson at any Meeting of Members may, with the consent of a Simple Majority of the Voting Delegates and of the Directors present at such meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members or Voting Delegates. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

- 6.10 Subject to the provisions of the By-laws, motions or resolutions may only be presented at a Meeting of Members by an accredited Voting Delegate or a Director entitled to vote on the question.
- 6.11 The Voting Delegates and the Directors shall by resolution at the Annual Meeting appoint an internal or external auditor or accountant whose duty shall be to audit or review (as the case may be) the financial records and accounts of the Association at the end of the ensuing fiscal period. The auditor or accountant shall make a report to the Members and Directors on the accounts examined by him/her and the balance sheet and statement of income and expenditures for such fiscal period shall be presented at the Annual Meeting next following the end of such fiscal period.
- 6.12 The auditor or accountant may, at his/her discretion, outline or highlight any financial issue at the Annual Meeting.

ARTICLE 7: VOTING DELEGATES AND VOTES

- 7.01.1 Subject to Articles 7.01.2 and 7.01.3, the group of Members who are the members of each Affiliated Club shall be entitled to have at any Meeting of Members one (1) Voting Delegate for every fifty (50) members of the Affiliated Club or part thereof, registered as Ordinary Members of the Association in good standing during the fiscal year of the Association.
- 7.01.2 An Affiliated Club which has been in existence for a period of less than two (2) complete years must have at least five (5) members registered as Ordinary Members of the Association in good standing during the fiscal year of the Association in order for the such Members to be entitled to one (1) Voting Delegate at any Meeting of Members.
- 7.01.3 An Affiliated Club which has been in existence for a period of more than two (2) complete years must have at least ten (10) members who are registered as Ordinary Members of the Association in good standing during the fiscal year of the Association in order for the such Members to be entitled to one (1) Voting Delegate at any Meeting of Members.
- 7.01.4 If an Affiliated Club does not meet the requirements in Articles 7.01.2 and 7.01.3 hereof, the status of the group of Members who are members of such Affiliated Club for purposes of entitlement to Voting Delegates at a Meeting of Members shall be determined by a vote of the Voting Delegates and the Directors present at such Meeting of Members.
- 7.01.5 An Affiliated Club shall not be entitled to vote on any question or resolution at a Meeting of Members.
- 7.01.6 Each accredited Voting Delegate shall be entitled to one (1) vote on each question or resolution at any Meeting of Members. An accredited Voting Delegate must exercise his/her vote on any question or resolution personally and not by proxy.
- 7.02 Each Director, save and except a Director who is the Chairperson of a Meeting of Members, shall be entitled to one (1) vote on each question or resolution at such Meeting of Members save and except:
 - (i) a resolution with respect to the election of any individual as a Director and/or officer of the Association.
- 7.03 At any Meeting of Members every question shall, unless otherwise required by the Corporations Act, the Letters Patent, the Supplementary Letters Patent or By-laws of the Association be decided by a Simple Majority of the votes of Voting Delegates and Directors (entitled to vote on the question) duly cast on the question.
- 7.04 In the case of an equality of votes, if the Chairperson of the Meeting of Members is the President, a Vice President or an Ordinary Member, such Chairperson shall be entitled to a casting vote.
- 7.05 At any Meeting of Members every question shall be decided by a show of hands unless a poll vote or ballot thereon be required by the Chairperson or be demanded by any Voting Delegate or by any Director entitled to vote thereon. Upon a show of hands every Voting Delegate present and entitled to vote shall have one vote.
- 7.06 Whenever a vote by show of hands shall have been taken upon any question at a Meeting of Members, unless a poll vote or ballot thereon be so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been "carried" or "carried unanimously" or carried by a particular majority or "lost" or "not carried" by a particular majority, and an entry to that effect in the minutes of the proceedings of the meeting is admissible in evidence of that fact, in absence of evidence to the contrary, without proof of the number of proportions of the votes recorded in favour of or against any resolution in respect of the said question or other proceeding.
- 7.07.1 A poll vote or ballot may be demanded by a Voting Delegate or by a Director entitled to vote thereon, either before or after any vote by show of hands. The Chairperson of the Meeting may after any vote by show of hands, require a poll vote or ballot.

- 7.07.2 A demand for a poll vote or ballot may be withdrawn at any time prior to the taking of the poll vote or ballot.
- 7.08.1 If, at any Meeting of Members, a poll vote or ballot is required by the Chairperson or is duly demanded by a Voting Delegate or by a Director entitled to vote thereon (and the demand not be withdrawn) on the question of the election of a Chairperson or on the question of adjournment, the poll vote or ballot shall be taken forthwith without adjournment.
- 7.08.2 If, at any Meeting of Members, a poll vote or ballot is requested by the Chairperson or is duly demanded by any Voting Delegate or Director entitled to vote thereon (and the demand not be withdrawn) on any question other than any of the questions specified in Article 7.08.1, the poll vote or ballot shall be taken in such a manner and either at once or later at the meeting, or after adjournment as the Chairperson directs.
- 7.09.1 The result of a poll vote or ballot shall be the final resolution of the question at the Meeting of Members at which the poll vote or ballot was required or demanded.
- 7.09.2 The results of the poll vote or ballot shall be recorded in the minutes of the Meeting of Members.

ARTICLE 8: DIRECTORS

- 8.01 The affairs of the Association shall be managed by the Board who, except as set out in Article 8.02, may exercise all the Association's powers on its behalf. The Association's powers are those it may exercise under the Corporations Act, the Letters Patent, any Supplementary Letters Patent and otherwise at law.
- 8.02 The Directors may not exercise any power that they are restricted from exercising by (i) any By-law of the Association, (ii) by the members or (iii) by law.
- 8.03 Each Director shall
- (a) be an individual;
 - (b) be at least eighteen (18) years of age;
 - (c) be mentally competent;
 - (d) not be a discharged bankrupt;
 - (e) be an Ordinary Member in good standing, be an Independent Member in good standing or become an Ordinary Member or Independent Member in good standing within ten (10) days after his/her election or appointment as a Director;
 - (f) not be an employee of the Association nor be a party to any contract for service with the Association.
- 8.04 The Board shall consist of five (5) individuals. The size of the Board may be increased or decreased by Special Resolution.
- 8.05 Every Director and officer of the Association in exercising his/her powers and discharging his/her duties must:
- (a) act honestly, in good faith, and in the best interests of the Association;
 - (b) carry out his/her duties as a reasonable person would in the circumstances; and
 - (c) comply with the Corporations Act, and its regulations, as amended from time to time, all other applicable laws, and the Letters Patent, any Supplementary Letters Patent, and the By-laws of the Association.
- 8.06 The Directors shall not be paid for their duties as Directors or officers.
- 8.07 The Association shall indemnify and save harmless each Director and his/her heirs, executors and administrators and estate and effects respectively against all costs, charges and expenses, (including an amount paid to settle an action or satisfy a judgment) which he/she reasonably sustains or incurs in or about any civil, criminal or administrative action or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office or in or about any civil, criminal or administrative action or proceeding to which he/she is made a party by reason of being or having been a Director or officer of the Association except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE 9: ELECTION OF DIRECTORS

- 9.01.1 Ordinary Members or Independent Members who meet the qualifications of Directors set forth in Article 8.03, are eligible for election to the Board.
- 9.01.2 The term of office of each Director (save and except any other individual who is ex officio a Director) shall be from the date of the meeting at which he/she is elected or appointed until the Annual Meeting next following or until his/her successor is elected or appointed.

- 9.02.1 A Director is, if qualified, eligible for re-election. Any Director who intends to seek re-election shall advise the Secretary in writing not later than sixty (60) days prior to the date of the Annual Meeting at which Directors and officers are to be elected.
- 9.02.2 **Only** Ordinary Members may nominate **and second the nomination of** an individual for election as a Director and officer save and except for any individual who is ex officio a Director, and save and except the position of Secretary of the Association.
- 9.02.3 Nominations may be made in writing no later than thirty (30) days prior to the date of the Annual Meeting at which Directors and officers are to be elected. A nomination must include the name of the individual so nominated, the title of the position on the Board which is the subject of the nomination, the signature of the individual who is the nominator, the signature of the individual who seconded such nomination and the written consent of the individual, who is so nominated, to allow his/her name to stand for election for the position designated therein. The Nomination must be received by the Secretary the Association within the above mentioned time period. The list of nominations shall be forwarded **in writing** to the Affiliated Clubs not less than twenty-one (21) days prior to the date of the Annual Meeting at which Directors are to be elected.
- 9.03.1 The Voting Delegates at the Annual Meeting shall elect the Directors and officers of the Association for the ensuing year save and except or another individual who is ex officio a Director and save and except the Secretary of the Association.
- 9.03.2 The Voting Delegates at the Annual Meeting shall elect by separate vote an Ordinary Member or Independent Member for each of the following five (5) positions:
(a) Director and President;
(b) a Director and Vice President Administration and Finance;
(c) a Director and Vice President Development;
(d) a Director and Vice President Marketing;
(e) a Director and Vice President Technical Programs Administration;
- 9.04 Director and officer (save and except any other individual who is ex officio a Director and save and except the Secretary of the Association) so elected shall hold office from the **date** at which he/she is elected or appointed until the next Annual Meeting or until his/her successor is elected or appointed. Each Director is, if qualified, eligible for re-election.
- 9.05 The acts of a Director are valid even if a defect in his/her appointment or qualification is discovered at a subsequent date.
- 9.06 An individual ceases to be a Director of the Corporation if he/she:
(a) dies;
(b) acquires the status of bankrupt;
(c) becomes of unsound mind and has been so found by a court in Canada or elsewhere;
(d) resigns;
(e) ceases to be a Member;
(f) is removed in accordance with the By-laws.
- 9.07 A Director may resign from office by giving his/her resignation in writing to the Secretary or to the President. A resignation is effective when so received.
- 9.08.1 A Director may be removed from office before his/her term expires for failure or inability to perform his/her duties.
- 9.08.2 A Director shall be removed from office by resolution, which includes reasons for removal, passed by at least two-thirds of the votes of the Voting Delegates cast at a General Meeting duly called for such purpose provided that the notice with respect thereto shall indicate the intention to present at such meeting a resolution to remove the Director named therein. At such time as a Director has been removed pursuant to this Article 9.10.2, the Voting Delegates at such meeting may by a Simple Majority of the votes cast, elect any eligible individual to fill the vacancy.
- 9.09.1 Subject to Article 9.10, if there is a quorum of Directors remaining in office, those Directors so remaining, may by resolution elect an eligible individual to fill any vacancy on the Board for the remainder of the term.
- 9.09.2 If there is not a quorum of Directors in office, the Directors remaining in office shall forthwith call a General Meeting to elect an eligible individual or individuals to fill the vacancy or vacancies on the Board for the remainder of the term. If the Directors then in office fail to call such a meeting or if there are no Directors then in office, any Ordinary Member may call a General Meeting for the sole purpose of electing an eligible individual or individuals to fill the vacancy or vacancies on the Board for the remainder of the term.

ARTICLE 10: MEETINGS OF DIRECTORS

- 10.01 A meeting of the Board may be called by the President, the Vice President Administration and Finance or any two Directors.
- 10.02.1 A meeting of the Board may be held at the head office of the Association or at any other place in Ontario or in Canada.
- 10.02.2 A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding any vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.
- 10.03.1 Each Director, save and except a Director who is the Chairperson of a meeting of the Board, shall be entitled to one (1) vote on any question or resolution at such meeting of the Board.
- 10.03.2 At any meeting of the Board, unless otherwise provided in the Corporations Act, every question shall be decided by a Simple Majority of the votes cast on any question, resolution or other proceeding at such meeting.
- 10.03.4 In the case of an equality of votes, the Chairperson of the meeting of the Board shall be entitled to a casting vote.
- 10.03.5 Voting on any question, resolution or other proceeding at a meeting of the Board shall be by a show of hands unless a Director present at the meeting requests a ballot.
- 10.04 The Board may invite or permit any individual to attend or to speak at any meeting of the Board.

ARTICLE 11: OFFICES AND OFFICERS

- 11.01.1 The offices of the Association shall be the following: President Secretary Vice President Administration and Finance Vice President Development Vice President Marketing Vice President Technical Programs Administration and any other office(s) which is approved and created by resolution of the Board from time to time.
- 11.01.2 The term for each officer elected or appointed for any one of the above specified offices shall be from the date of the meeting at which he/she is elected or appointed until the Annual Meeting next following or until his/her successor is elected or appointed. Each officer is, if qualified, eligible for re-election.
- 11.01.3 Any individual elected to hold any one of the six (6) offices specified in Article 11.01.1, except the office of the Secretary of the Association, must be a Director and an Ordinary Member or an Independent Member of the Association. The Secretary need not be a Director or a Member of the Association.
- 11.02.1 The Board shall appoint the Secretary of the Association. The Board may elect or appoint an individual to hold any office, (other than the six (6) offices specified in Article 11.01.1) which is approved and created by resolution of the Board.
- 11.02.2 The appointment of the Secretary for the ensuing year shall be held at the first meeting of the Board following the election of the Directors for the ensuing year.
- 11.03 The acts of an officer are valid even if a defect in his/her appointment or qualification is discovered afterwards.
- 11.04.1 From time to time, the Board may vary, add to or limit the powers and duties of any office or officer.
- 11.04.2 Unless otherwise from time to time specified by the Board, the offices of the Association and the officers so elected or appointed shall have the duties and powers set forth in this Article 11.04.
- 11.04.3 The President shall be the Chief Executive Officer of the Association and shall be charged with the general supervision and management of the affairs of the Association. He/she shall, if present, preside at each meeting of the Board and Meeting of Members or he/she may appoint any Vice President to act as Chairperson of any such meeting. The President may appoint an individual who is not a Member, to act as Chairperson of any Meeting of Members.
- 11.04.4 The Vice Presidents shall have the responsibilities for and shall perform any duties assigned by the Board from time to time.
- 11.04.5 The Secretary shall
- (a) give any notice required to be given for any meeting of Directors and of any Meeting of Members;
 - (b) attend all meetings of the Board and all Meetings of Members and record all facts and minutes of those meetings in books kept for that purpose;
 - (c) keep and maintain the following documents and registers:

- (i) a copy of the Letters Patent and Supplementary Letters Patent;
 - (ii) all By-laws and Special Resolutions of the Association;
 - (iii) a register of the Members which sets out their names and addresses during the period of their membership; and
 - (iv) a register of Directors which sets out the name, address and occupation of each individual who is or has been a Director, and the date that each such individual became and ceased to be a Director;
- (d) be custodian of the corporate seal, and of all books, records, correspondence and documents of the Association;
- (e) receive resignations of Directors, officers and/or Members; and
- (f) perform any other duties assigned by the Board.
- 11.05 An individual ceases to be an officer of the Association if he/she
- (a) dies;
 - (b) acquires the status of bankrupt;
 - (c) becomes of unsound mind and has been so found by a court in Canada or elsewhere;
 - (d) resigns; or
 - (e) is removed in accordance with the By-laws.
- 11.06 An officer may resign from office by giving notice of his/her resignation to the Secretary or to the President. A resignation is effective when so received.
- 11.07.1 An officer may be removed from office before his/her term expires for failure or inability to perform his/her duties.
- 11.07.2 An officer appointed by the Board may be removed from office by a resolution passed for that purpose at a Meeting of the Board.
- 11.07.3 An officer elected by the Voting Delegates at a Meeting of Members may be removed in accordance with Article 9.10.2. At such time as an officer has been removed pursuant to this Article and Article 9.10.2, the Voting Delegates at such meeting may by a Simple Majority of the votes cast, elect an eligible individual to fill any vacancy.
- 11.08 Subject to Article 11.07.3, if there is a quorum of Directors remaining in office, those Directors so remaining, may by resolution, elect an eligible individual to fill any vacancy in any office for the remainder of the term.

ARTICLE 12: COMMITTEES

- 12.01.1 Unless a resolution of the Board otherwise provides, the Executive Committee shall consist of the President and all of the Vice Presidents.
- 12.01.2 A meeting of the Executive Committee may be called by the President, the Vice President Administration and Finance or any other two (2) members of the Executive Committee.
- 12.01.3 Subject to any restrictions imposed from time to time by resolution of the Board, the Executive Committee shall exercise all powers of the Board during the intervals between the meetings of the Board.
- 12.01.4 A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
- 12.01.5 The Executive Committee shall prepare the minutes of its meetings and present such minutes to the Board at the next meeting of the Board.
- 12.02.1 The Board may by resolution appoint individuals to, the following Committees:
- (a) Finance Committee
 - (b) Technical Committee
 - (c) Personnel Committee
 - (d) Nominating Committee
 - (e) Coaching Development Committee
 - (f) Officials Development Committee
 - (g) Club and Membership Development Committee
 - (h) any other committee which the Board from time to time determines is necessary to carry on the business of the Association
- 12.02.2 Each such committee is responsible to the Board.
- 12.02.3 The Board may by resolution from time to time assign duties to any such committee.

- 12.02.4 The President shall be an ex officio member of each such committee.
- 12.02.5 A majority of the members of each committee shall constitute a quorum thereof for the transaction of business at any meeting of such committee.
- 12.02.6 Each question or resolution at any meeting of a committee, including the Executive Committee, shall be decided by a Simple Majority of votes of the members of such committee at such meeting. The Chairperson of a meeting of a committee shall not be entitled to a vote on any question or resolution save and except in the case of an equality of votes on a question or resolution, the Chairperson shall have a casting vote.
- 12.03.1 The Finance Committee is composed of the Vice President Administration and Finance and the Executive Director or a staff individual, however, the President and such Vice President shall have the authority to nominate additional members to the Finance Committee.
- 12.03.2 The Finance Committee is responsible for making recommendations to the Board with respect to all financial matters.
- 12.04.1 The Technical Committee is composed of the Vice-President Technical Programs Administration, the Skater's Representative and not more than an additional five (5) Ordinary Members of which the Official's Development and Coaches Development Committees shall nominate one member each respectively. The Vice President shall appoint the additional three (3) Ordinary Members to the Technical Committee.
- 12.04.2 The active competitive skaters who are Ordinary Members and Independent Members shall elect an Ordinary Member who is an active competitive skater or an Independent Member who is an active competitive skater to be the Skaters' Representative. The Skaters' Representative so elected shall be a member of the Technical Committee and hold office from the termination of the meeting at which he/she is elected until the next Annual Meeting or until his/her successor is elected or appointed.
- 12.04.3 The election of the Skaters' Representative for the ensuing year shall take place on such date and at such place as the Vice President Technical Programs Administration shall determine. The election shall be supervised by the Technical Committee.
- 12.04.4 The Skaters' Representative must be at least sixteen (16) years of age.
- 12.04.5 The Technical Committee is responsible for governing and guiding the Board in all technical areas.
- 12.05 The Personnel Committee shall be responsible for the Association's personnel policies and shall recommend suitable policies to the Board on topics relating to the Association's employees, including duties, pay, holidays and other benefits, and performance reviews. The members of the Committee shall be nominated in accordance with the Association's Personnel Policy as it is established by resolution of the Board.
- 12.06 The Nominating Committee shall:
- (a) prepare a list of candidates for vacant offices;
 - (b) accept any written nominations for elected offices;
 - (d) make recommendations to the Board of individuals to fill vacancies in the offices, on the Board, or on any committee.
 - (e) The members of the Committee shall consist of three Ordinary members of the Association appointed by the Board subsequent to the Annual General Meeting (AGM) but in any event not later than the January 31st following the AGM.
- 12.07.1 Coaching Development Committee shall
- a) consist of a maximum seven (7) members, appointed by the Board
 - b) elect from among its members a person to Act as Chair of the committee for the coming year.
 - c) be responsible for establishing and governing all aspects of the coaching development program and providing guidance to the Technical Committee with respect to all coaching matters.
- 12.08 Officials Development Committee shall
- (a) consist of a maximum of seven (7) members appointed by the Board
 - (b) elect from among its members a person to Act as Chair of the committee for the coming year.
 - (c) be responsible for establishing and governing all aspects of the officials development program and providing guidance to the Technical Committee on all Officials Development matters
- 12.09 Club and Membership Development Committee
- a) The Club and Membership Development Committee is composed of the Vice President Development and a maximum six (6) other members which shall include members appointed in accordance with subsection (b).
 - b) Prior

to the Annual Meeting, the Affiliated Clubs in each zone of the Association (namely: the Central Zone, the Eastern Zone, the Northern Zone and the Southwestern Zone) shall elect or appointment an Ordinary Member or Independent Member as a member for such zone and shall report on the results on such at the Annual Meeting. The election of the Member for each such zone shall be ratified by the Board. Such members shall hold their office from the termination of such Annual Meeting until the next Annual Meeting or until his/her successor is elected or appointed c) be responsible for establishing and governing all aspects of sport development programs and providing advice and guidance to the Board on all sport development matters.

ARTICLE 13: NOTICES

- 13.01.1** Save and except a notice of a Meeting of Members as set forth in Article 6.07.2, any notice, communication or other document required to be given by the Association to an Affiliated Club, a Member, a Director, an officer, the auditor or the accountant of the Association under any of the provisions of the Corporations Act or under the Letters Patent, Supplementary Letters Patent or By-laws shall be sufficiently given if delivered personally or sent to such Affiliated Club, Member, Director, officer, auditor or accountant **in writing** addressed to the Affiliated Club at its last address as shown on the records of the Association or to a Member, a Director, an officer, the auditor or the accountant of the Association at his/her last address as shown in the records of the Association or in the case of a Director or officer at his/her last address as shown in the most recent notice filed under the Corporations Information Act, whichever is the more current.
- 13.01.2 The signature of the Secretary, any other officer of the Association or any Director on any notice or document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 13.01.3** If the Association sends a notice, communication or other document to a Member **in writing** as hereinbefore provided and the notice or document is returned on three consecutive occasions because the Member is not known at such address or has moved, the Association is not required to send any further notices or documents to the Member until such Member informs the Association in writing of his/her new address.
- 13.02 The accidental omission to give any notice to any Affiliated Club, Member, Director, officer, the auditor or accountant of the Association or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 13.03** A notice, communication or other document sent in writing to the Association, an Affiliated Club, a Member, a Director, an officer, the auditor or the accountant of the Association shall be deemed to be received by the addressee on the fifth day after mailing.
- 13.04 Where a given number of days' notice or notice extending over a period is required to be given under the Letters Patent, Supplementary Letters Patent or Bylaws of the Association the day of service or the day of posting of the notice and the date of the meeting or other event shall be excluded.
- 13.05 Any notice, communication or other document that is required to be given or sent by the Corporations Act, or the Letters Patent, Supplementary Letters Patent or By-laws of the Association, may be waived or the time for sending the notice, communication or other document may be waived or abridged at any time with the consent in writing of the Person entitled thereto.
- 13.06 A certificate of the Secretary or the Vice President Administration and Finance or an individual designated by either of them, as to facts in relation to the sending or delivery of any notice, communication or other document to any Affiliated Club, Member, Director, officer or the auditor or the accountant of the Association shall be conclusive evidence thereof and shall be binding on every Affiliated Club, Member, Director, officer or the auditor or accountant of the Association, as the case may be.

ARTICLE 14: EXECUTION OF DOCUMENTS

- 14.01 Contracts and other instruments in writing which require the signature of the Association may be signed on behalf of the Association by the President or the Vice President Administration and Finance together with the Secretary, Executive Director or any other officer of the Association and the corporate seal shall be affixed to such Contracts and instruments as may be required, by any individual so authorized to sign on behalf of the Association. Notwithstanding any provisions to the contrary contained in the By-laws, the Directors may at any time and from time to time by resolution direct the manner in which, and the officer or officers or individual or individuals by whom any particular Contract or other instrument in writing, any class of Contracts or other instruments in writing which require signature by the Association, may or shall be signed on behalf of the Association.

- 14.02 Any officer or individual authorized to sign any Contract or instrument in writing on behalf of the Association shall impress the corporate seal of the Association on any such instrument so requiring it.

ARTICLE 15: BANKING

- 15.01 The Board shall regularly and properly keep all books and records of the Association required by law and by the By-laws.
- 15.02 The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Directors may designate or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Association's behalf by such one or more officers and/or other individuals as the Board may authorize from time to time by resolution and to the extent therein provided, including without restricting the generality of the foregoing, the operation of the Association's accounts the making, signing, drawing, accepting, endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Association, the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto and the authorization of any officer of such banker to do any act or thing on the Association's behalf to facilitate such banking business.
- 15.03 All cheques, drafts and orders for the payments of money and all notes and acceptances of bills of exchange shall be signed by such officer or officers or individual or individuals, and in such number as the Board shall from time to time designate by resolution.
- 15.04 The President or the Vice President Administration and Finance together with the Secretary or any other individual authorized by the Board are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants, or other securities owned or registered in the name of the Association and to sign and execute (with or without the corporate seal of the Association) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.
- 15.05 All shares or other securities carrying voting rights of any other company or corporation owned or held from time to time by the Association may be voted at any meeting of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such individual or individuals as the Board shall from time to time determine.
- 15.06 For the purpose of carrying out the objects of the Association, the Directors may borrow or raise or secure the payment of money in such manner as they think appropriate and in particular by the issue of debentures provided that the debentures shall not be issued without the sanction of a Special Resolution.

ARTICLE 16: DUES, FEES, SPECIAL ASSESSMENTS

- 16.01 The amount of annual membership dues payable by each Ordinary Member or by each Independent Member shall be for a specified twelve (12) month period and shall be determined by a resolution of the Board and confirmed by a resolution approved by a Simple Majority of the votes of the Voting Delegates at a Meeting of Members.
- 16.02 The amount of membership dues payable by each Special Event Member for each activity, event or competition in which such individual participates in a particular twelve (12) month period shall be determined by a resolution of the Board and confirmed by a resolution approved by a Simple Majority of the votes of the Voting Delegates at a Meeting of Members.
- 16.03.1 Each Affiliated Club shall pay to the Association an affiliation fee for a specified twelve (12) month period.
- 16.03.2 An independent member who takes part in open events or competitions sponsored by, supported by or sanctioned by the Association shall pay to the Association an independent affiliation fee for a specified twelve (12) month period.
- 16.04 Each Affiliated Club shall pay to the Association a sanction fee to obtain the sanction of the Association for a speed skating or in-line event or competition. Each Affiliated Club shall pay to the Association a registration check-in fee for each participant at any event or competition and shall pay any special assessments made by the Association. The amount of such fees and assessments payable by each Affiliated Club and the maximum amount which each Affiliated Club may charge as an entry fee to participants in its events in a specified twelve (12) month period shall be determined by a resolution of the Board and confirmed by a resolution approved by a Simple Majority of the votes of the Voting Delegates at a Meeting of Members.

- 16.04 The amount of any fees, dues or special assessments referred to in Articles 16.01, 16.02 and 16.03 may be changed by a resolution of the Board and confirmed by a resolution approved by a Simple Majority of the votes of the Voting Delegates at a Meeting of Members.
- 16.05 The Secretary or any other individual authorized by the Board shall provide notice of the amount of annual membership dues payable to the Association to each Ordinary Member, through his/her Affiliated Club or by any other method from time to time approved by resolution of the Board, and to each Independent Member.
- 16.06 If annual memberships, dues, other fees or special assessments are not paid by a Member within thirty (30) days of a notice of non-payment being given by the Secretary or Executive Director, the membership of such Member shall thereupon automatically cease but upon payment of all unpaid fees plus a penalty assessment (not to exceed 25% of the fees so payable as determined by the Board), any such Member shall be reinstated.

ARTICLE 17: FINANCIAL YEAR

- 17.01 The fiscal year of the Association shall end on March 31 of each year unless changed by resolution of the Board.

ARTICLE 18: DISSOLUTION OF THE ASSOCIATION

- 18.01 If the Association is dissolved, any property remaining, after payment of debts and liabilities, shall be distributed or disposed to a charitable organization or charitable organizations whose objects are beneficial to the community.

ARTICLE 19: ASSOCIATION OR ALLIANCE

- 19.01 The Association may subscribe to, become a member of, and co-operate with any other corporation, society or association (unincorporated or incorporated) whose objectives of which are similar in whole or in part to those of the Association.

ARTICLE 20: BY-LAW AMENDMENT

- 20.01 The enactment of a by-law, an amendment to an existing By-law or a repeal of an existing By-law, must be:
(a) approved by a resolution of the Board; and (b) confirmed at a General Meeting called for the purpose of considering the by-law; or, (c) confirmed in writing by all the Members entitled to vote at a General Meeting; or, (d) if not confirmed in the meantime, then, confirmed at the next Annual General Meeting.
- 20.02 A by-law, an amendment to an existing By-law or a repeal of an existing By-law is effective:
(a) when passed and confirmed as in Part 20.01; or (b) until the next Annual General Meeting if passed by the Board but not confirmed at a General Meeting; and (c) if applicable, the approval of the appropriate Ministry of the Government of the Province of Ontario is obtained.
- 20.03 At a Meeting of Members, the Voting Delegates and Directors may confirm, reject, amend or otherwise deal with any by-law passed by the Directors and submitted for confirmation.
- 20.04 No acts done or rights acquired under a by-law are prejudicially affected by the rejection, amendment or other dealing with the by-law by the Members.

ARTICLE 21: REPEAL OF BY-LAW

- 21.01 By-Law No. 1 is hereby repealed in its entirety without prejudice to any action heretofore taken thereunder.
- 21.02 **By-Law Number 2 is revoked on the coming into effect of this By-Law Number 3 (May 26, 2007).**

Passed by the Board of Directors on April 8, 1995.

ORIGINALS SIGNED President Secretary Confirmed by the Members on May 14, 1995.

ORIGINALS SIGNED President Secretary Revisions Confirmed by the Members on June 2, 1996.

ORIGINALS SIGNED President Secretary USE THIS PAGE AS A LAST PAGE FOR THE ORIGINAL DOCUMENT ONLY TO ADD SPACE FOR OTHER REVISIONS MADE IN FUTURE YEARS THAT REQUIRE NEW SIGNATURES. Revisions Confirmed by the Members on May 15, 1999. ORIGINALS SIGNED President Secretary