

Part II - GNL By-Laws

By-Law No. 1

A BY-LAW RELATING GENERALLY TO THE TRANSACTION
OF THE BUSINESS AND AFFAIRS OF

Gymnastics Newfoundland and Labrador Inc.

BE IT ENACTED and it is hereby enacted as a by-law of

Gymnastics Newfoundland and Labrador Inc.

(hereinafter called the "Association")

GENERAL PROVISIONS

1. **Registered Office**

The directors may from time to time by resolution fix the location of the registered office of the Association within the place in Newfoundland and Labrador designated as such by the Articles of Incorporation. Effective December 13, 2012, the registered office shall be listed as 1296A Kenmount Road, Paradise, NL, A1L 1N3

2. **Seal**

The Association may have a seal which shall be adopted and may be changed by a resolution of the directors.

3. **Financial Year**

The financial year of the Association shall be determined by the directors of the Association, until changed by resolution of the directors of the Association.

4. **Banking Arrangements**

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, appoint 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 persons as the board may designate, direct or 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, 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 authorizing of any officer of such banker to do any act or thing on the Association's behalf to facilitate such banking business.

5. **Execution of Instruments**

The directors shall have authority to sign in the name and on behalf of the Association all instruments in writing and any instruments in writing so signed shall be binding upon the Association 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 Association either to sign instruments in writing generally or to sign specific instruments in writing. The 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, hypothecs, charges, conveyances, transfers and assignments of property (real or personal, immovable or movable), 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 writing.

DIRECTORS

6. **Powers of Directors**

The directors shall manage the business and affairs of the Association.

7. **Number of Directors and Quorum**

Subject to the Articles of the Association, the directors of the Association shall be appointed or

elected by the members at the Annual General Meeting within the minimum and maximum as permitted by the Articles of the Association, of whom a majority shall constitute a quorum for the transaction of the business at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board of Directors so long as the quorum of the Board of Directors remains in office. A quorum is based on the number of position on the Board of Directors and not the number of positions filled.

8. Qualifications

Each director shall be nineteen (19) or more years of age and no person who is not an individual, who has the status of a bankrupt or who is of unsound mind and has been so found by a court in Canada or elsewhere shall be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, he shall thereupon cease to be a director.

9. Resident Canadian

Twenty-five percent (25%) of the directors shall be resident Canadians and no business shall be transacted by the Board of Directors unless twenty-five percent (25%) of the directors present are resident Canadians unless a resident Canadian director who is unable to be present, approves in writing or by telephone or other communications facilities, the business transacted at the meeting and at least twenty-five percent (25%) resident Canadian directors would have been present had the director been present at the meeting.

10. Election and Term

The directors shall be elected yearly to hold office in two (2) year terms for a maximum of six (6) years (or 3 terms) in any one position. The goal shall be to have half of the Directors up for election in alternating years to ensure continuity of Directors. Directors whose two year terms are up for re-election at a given annual meeting shall retire, but, if qualified, are eligible for re-election. Candidates for the office of President, Vice-President, Secretary and Treasurer shall be voted in for those specific offices. Candidates for the remaining five (5) positions of Director shall be voted in as a Director and the Board may assign offices to those directors following the election. The election may be by a show of hands or by a resolution of the members unless a ballot is demanded by any member. If a meeting of members fails to elect the number of the minimum number of Directors required by the Articles of Incorporation, by reason of the disqualification or death of any candidate, the Directors elected at that meeting may exercise all the powers of the Directors as if the number of Directors so elected constitutes a quorum until such time as the appropriate number of Directors have been elected or appointed in the manner contemplated by the provisions of these by-laws.

REMOVAL OF DIRECTORS

11. Removal of Directors

The Board of Directors may, by resolution passed by a three-quarters (3/4) majority of votes cast at a special meeting, of which notice specifying the intention to pass such resolution has been given, remove any director or directors from office before the expiration of his term of office, and may by a majority of votes cast at that meeting elect any person in his/her stead for the remainder of the term.

12. Vacancies

Vacancies on the Board of Directors, except a vacancy resulting from an increase in the minimum number of directors or from a failure to elect the minimum number of directors required by the Articles, may be filled for the remainder of a term of office by qualified persons selected by the remaining directors if they constitute a quorum. If there is not a quorum of directors, or if a vacancy results from an increase in the minimum number of directors or if there has been a failure to elect the minimum number of directors required by the Articles of the Association, the

directors then in office shall forthwith call a special meeting of members and Directors to fill the vacancy and if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member or Director.

13. Resignation

A director of the Association ceases to hold office when he or she dies, resigns or is removed from office. A resignation of a Director becomes effective at the time a written resignation is received by the Association, or at the time specified in the resignation, whichever is later.

MEETINGS OF DIRECTORS

14. Calling of Meetings

Meetings of the Board of Directors shall be held from time to time at such place, at such time and on such day as the President or Vice-President who is a director or any two (2) directors may determine, and the Secretary shall call meetings when directed or authorized by the President or by a Vice-President who is a director or by any two (2) directors. Notice of every meeting so called shall be given to each director not less than forty-eight hours (excluding any part of a Sunday or holiday as defined by *The Interpretation Act*, Chapter 19, SN, 1990 for the time being in force) for the time when the meeting is to be held and such notice shall specify the general nature of any business to be transacted, save that no notice of a meeting shall be necessary if all the directors are present, and do not object to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

15. First Meeting of New Board

Each newly elected board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of the members at which such board was elected or appointed, provided a quorum of directors be present.

16. Adjourned Meeting

Notice of an adjourned meeting of directors is not required if the time and place of the adjourned meeting is announced at the original meeting.

17. Regular Meetings

The directors may appoint a day or days in any month or months for regular meetings and shall designate the place and time at which such meetings are to be held. A copy of any resolution of directors fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed and no other notice shall be required for any such regular meeting.

18. Minutes and Records

The Board shall cause minutes to be maintained:

- a) of all appointments of Directors made by the Board;
- b) of all names of the Directors present at each meeting of the Board and of any committee of the Board;
- c) of all resolutions and proceedings of all meetings of the Board and executive committee

19. Committees

The Board may from time establish and appoint standing or *ad hoc* committees as it sees fit and

may determine the Terms of Reference of such committees, including the composition, duties and responsibilities of such committees. The Board shall provide a written outline of its respective Terms of Reference. The Committees will normally be chaired by a Board member. With the exception of the committee chair, members of standing or *ad hoc* committees need not be either Board members or members of the Association.

20. President

The President, or in his or her absence, a Director chosen by the directors at the meeting, shall be the chairman of any meeting of directors.

21. Place of Meeting

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

22. Participation by Telephone

With the unanimous consent of all the directors, a director may participate in any meeting of directors by means of telephone or other such communications facilities which will permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting.

23. Votes to Govern

At all meetings of the Board of Directors, every question shall be decided by a majority of the votes cast on the question and in case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

24. Remuneration of Directors

The directors of the Association shall not be paid any remuneration. The directors shall only be paid such sums in respect of their out-of-pocket expenses incurred in attending board, committee or members meetings or otherwise in respect of the performance by them or their duties as the Board of Directors may from time to time determine. (revised Sept 17, 2016)

25. Transaction of Business by Signature

A resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors duly called, constituted and held for that purpose.

26. Declaration of Interest

Every director or officer of the Association who is a party to a material contract or a proposed material contract for the Association or who is the director or an officer of or has a material interest in any person who is a party to a material contract, or a proposed material contract with the Association, shall disclose in writing to the Association or request to have entered in the minutes of meetings of directors, the nature and extent of his interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and directors shall refrain from voting in respect of the material contract or proposed material contract if and when prohibited by the Act.

27. Avoidance Standards

A material contract between the Association and one or more of its directors or officers or between the Association and another person of which a director or officer of the Association is a director or officer or in which he has a material interest is neither void or voidable by reason only of that relationship or by reason only that a director with an interest in the contract is present at or is counted to determine the presence of a quorum at a meeting of directors that authorized the contract, if the director disclosed his interest in accordance with paragraph 26 and the contract

was approved by the directors or the members and it was reasonable and fair to the Association at the time it was approved.

28. Protection of Directors and Officers

No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or for joining in any receipts or other acts for conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by the error of judgment or oversight on his part or for any loss, damage or misfortune, whatever which shall happen in the execution of the duties of his office or in relations thereto unless in or as a result of any action, suit or proceeding is adjudged to be in breach of any duty or responsibility imposed on him under the Act or under any other statute.

29. Indemnity of Directors and Officers

The Association shall indemnify the directors or officers of the Association, former directors or officers of the Association or any person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a member or creditor and his heirs and legal representatives against all costs, charges and expenses including any amount paid to settle an action or satisfy a judgment reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has been made a party by reason of being or having been a director or officer of such Association or body corporate if:

- a) he acted honestly and in good faith with a view to the best interest of the Association; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

30. Insurance for Directors and Officers

The Association may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

31. Loans to Members

The directors of the Association may from time to time give financial assistance by means of a loan, guarantee or otherwise:

- a) on account of expenditures incurred or to be incurred on behalf of the Association;
- b) to a holding body corporate if the Association is a wholly owned subsidiary of the holding body corporate;
- c) to employees of the Association or any of its affiliates whether or not they are members or directors;
- d) to enable to assist them to purchase or erect living accommodation for their own occupation; or
- e) in any other case, unless there are reasonable grounds for believing that:
 - i) the Association is or would after giving the financial assistance be unable to pay its liabilities as they become due or;
 - ii) the realizable value of the Association's assets excluding the amount of any financial assistance in the form of a loan and in the form of assets pledged or encumbered to secure a guarantee would, after giving the financial assistance, be less than the aggregate of the Association's liabilities and stated capital of all classes.

OFFICERS

32. Appointed Officers

At the first meeting of the Board of Directors after the election of Directors, the Directors may appoint from among its members any officers that were not specifically voted on at the time of the election pursuant to article 10 or appoint any additional officers as may be required. The prior incumbent to any office, if a member of the Board of Directors shall continue to hold office until after the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of President becomes vacant at any time, such vacancy may be filled by the Board from among its members. One person may hold more than one office.

33. Term of Office and Remuneration

In absence of a written agreement to the contrary, the Board of Directors may remove at its pleasure any officer of the Association. The terms of employment and remuneration of the President and other officers and appointed by it shall be settled from time to time by the Board of Directors.

34. President

The President shall, when present, preside at all meetings of the members and/or Directors and of the Board of Directors and shall be charged with the general supervision of the business and affairs of the Association except when the Board of Directors has appointed an Executive Director or managing director.

35. Vice-President

During the absence or inability of the President, duties may be performed and powers may be exercised by the Vice-President, save that no Vice-President shall preside at a meeting of the Board of Directors or at a meeting of members who is not qualified to attend the meeting as a director, as the case may be. If a Vice-President exercises any such duty or power, the absence of the President or inability of the President to act shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the board may prescribe.

36. Secretary

The Secretary shall give, or cause to be given, all notices required to be given to members, directors, auditors and members of committees; he or she shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and other instruments belonging to the Association; and he shall perform such other duties as may from time to time be prescribed by the Board of Directors.

37. Treasurer

The Treasurer shall keep full and accurate books of accounts in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board of Directors, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of the Association; he or she shall render to the Board of Directors at the meetings thereof, or whenever required of him or her, an account of all transactions as Treasurer and of the financial position of the Association; and he or she shall perform such other duties as may from time to time be prescribed by the Board of Directors.

38. Other Officers

The duties of all other officers of the Association shall be such as the terms of their engagement

call for or the Board of Directors requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board of Directors otherwise directs.

39. Variation of Duties

From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.

40. Agents and Attorneys

The Board of Directors shall have power from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

41. Vacancies of Officers

If the office of the President, Vice-President, Secretary, Treasurer or other officer appointed by the Board of Directors becomes vacant by reason of death, resignation or in any other manner whatsoever, the Board shall, in the case of President and Secretary, and may, in the case of any other Officer, appoint a Director to fill such vacancy.

MEMBERS

42. General

Membership in the Association shall be limited to the following classes of members:

- a) Club Membership - a Club Membership shall be granted to each qualified gymnastics club throughout the Province of Newfoundland and Labrador that applies for membership, has been approved by the Board and paid their membership fees, which shall be set from time to time by the Board of Directors. A qualified gymnastics club shall mean a group of individuals with a minimum of five (5) and no maximum, who have or share a common name and/or interest, facility, coach, or administrative facility or function, be they a competitive or recreation oriented club. Each duly registered Club shall be entitled to receive notice of all meetings of members. Each Club shall designate a delegate to represent the Club at meetings of members and that delegate shall be entitled to one vote on behalf of the Club at each meeting of members.
- b) Individual Member – an Individual Member is any child, parent or guardian of a child or adult, judge or coach duly registered in good standing in a gymnastics program in a Club within the province of Newfoundland and Labrador. Individual Members are not entitled to vote at any meeting of the Association, unless authorized in writing to do so on behalf of a Club Member. An Individual Member may be required to pay an annual membership fee as may from time to time be established by the Board of Directors. **Revised Sept 15, 2018**
- c) Participatory Member – a Participatory Member is any individual who is a member of the Board of Directors in good standing at the time of a meeting of members. A Participatory Member is entitled to one vote at each meeting of members, except where the Participatory Member is in conflict with the issue being voted upon due to his or her role on the Board of Directors or any committee of the Board of Directors. A Participatory Member shall not be a Club Delegate.
- d) Honorary Members – An Honorary Membership may be conferred upon an individual who, in the opinion of the Board of Directors, has made a significant contribution to the Association or the community in general, which are supporting of or consistent with the objects of the Association. Honorary Members shall not be entitled to receive notice of or vote at any meetings of the Association, nor shall Honorary Members be subject to any fees or dues.
- e) Associate Members - shall be organizations/corporations registered with their own organizations/corporation's insurance plan but still wish to avail of GNL's programs, offerings and expertise. This includes YM/YWCAs, Schools and Community Organizations where their programmers, participants and/or coaches are involved in the recreational aspects of

gymnastics. (Revised October 30, 2012)

** The Board of Directors may from time to time create other classifications of membership or establish other relationships to the Association involving special status.

43. Annual Meetings

The annual meeting of members shall be held subject to the provisions of paragraph 56 hereof, at such place within Newfoundland and Labrador as the directors may determine or at such place outside of Newfoundland and Labrador as the directors may determine and all the members entitled to vote at that meeting so agree at such time and on such date in each year as the directors may from time to time by resolution determine for the purpose of hearing and receiving the financial reports and statements and any other documentation as required to be read and laid before the members at any annual meeting, electing directors, appointing, if necessary, the auditor and fixing or authorizing the Board of Directors to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

ARTICLE (43 A) AMENDMENTS (Amended Sept 17, 2016)

- (i) **No change, amendment or alteration to the GNL By-Laws/Articles of Association shall be made unless notice thereof had been fully given to the Secretary of the Association at least seven weeks before the date fixed for the Annual Meeting.** Only current Club members in good standing as hereinbefore defined may propose changes, amendments or alteration to the By-laws.
- (ii) The member (club) tabling the motion must in attendance and be the voting delegate for the motion to be tabled.
- (iii) A copy of every proposed change or alteration or amendment shall be forwarded by the Secretary of the Association to each member of the Association and to all members of the Board of Directors within one week after receipt of same.
- (iv) No Proxies will be allowed
- (v) The GNL By-Laws/Articles of Association shall be amended only by a **two-thirds** majority present and voting at the Annual Meeting.

44. Special Meeting

The Board of Directors or the President or Vice-President shall have the power at any time to call a special meeting of the members of the Association to be held at such time and at such place within Canada as the directors may determine or at such place outside of Canada as the directors may determine and all the Members entitled to vote at that meeting so agree. The phrase "meeting of members" wherever it occurs in this by-law shall mean and include the annual meeting of members and a special meeting of members and shall also include a meeting of any class or classes of members.

45. Notices

No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given not less than twenty-one (21) days nor more than fifty (50) days before the date on which the meeting is to be held, to the auditor, if any, the directors and to each member of record entitled to vote at the meeting. Notice of a special meeting of members shall state the nature of the business to be transacted in sufficient detail to permit the member to form a reasoned judgment thereon together with the text of any special resolution to be submitted to the meeting. A meeting of members may be held at any time without notice if all the members entitled to vote thereat are present or represented by proxy and do not object to the holding of the meeting or those not so present or represented by a proxy have waived notice, if all the directors are present or have waived notice and if the auditor, if any, is present or has waived such notice.

46. Reports to Members

Subject to the provisions of the Act, a copy of the financial statements and a copy of the auditor's report, if any, shall be sent to each member not less than twenty-one (21) days before each annual meeting of members or before the transaction of the annual business of the Association pursuant to paragraph 45 hereof.

47. Persons Entitled to be Present

Persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditor, if any, of the Association and others who although not entitled to vote are entitled or required under the provisions of the Act or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

48. Quorum

Subject to paragraph 23, a majority of members present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members.

49. Right to Vote

At such meeting of members every member shall be entitled to one vote who is entered on the books of the Association as a member carrying the right to vote at such meeting or where a record date has been fixed, satisfactory evidence is produced not later than two (2) days before the meeting that such person is or should be registered as a member and demands that his name be included on the list of members entitled to vote at the meeting; upon filing with the Secretary of the meeting sufficient proof of the terms of such instrument.

50. Representatives

An executor, administrator, committee of a mentally incompetent person, guardian or trustee and where a corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or *cestui que* trust, any person duly appointed a proxy for such corporation, upon filing with the Secretary of the meeting sufficient proof of his appointment, shall represent the member in his or its hands at all meetings of the members of the Association and may vote accordingly as a member in the same manner and to the same extent as the member of record. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of paragraph 49 shall apply.

51. Scrutineers

At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the President with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Association.

52. Votes to Govern

At all meetings of members every question shall, unless otherwise required by articles or by-laws of the Association or by law, be decided by the majority of the votes duly cast on the question.

53. Show of Hands

At all meetings of members every question shall be decided by a show of hands. Upon a show of hands every member present in person and entitled to vote shall have one vote each, but the member represented by proxy shall have no vote. Whenever a vote by show of hands shall have been taken upon a question, a declaration by the President of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be *prima facie* evidence of the fact without proof of the number or proportions of the votes recorded in favor of or against any

resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Association in annual or special meeting, as the case may be, upon the question.

54. Adjournment

The President of a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

55. Transaction of Business by Signature

Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members and a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of members and signed by all the members entitled to vote at that meeting are as valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose.

NOTICES

56. Method of Giving

Any notice, communication or other document to be given by the Association to a member, director, officer, or auditor of the Association under any provision of the Articles or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Association or if sent by means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the books of the Association of any member in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

57. Computation of Time

In computing the date when notice must be given under any provision of the Articles or By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

58. Omissions and Errors

The accidental omission to give any notice to any member, director, officer or auditor 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 funded thereon.

59. Notice to Joint Members

All notices with respect to any membership registered in more than one name may if more than one address appears on the books of the Association in respect of such joint membership, be given to such joint members at the first address so appearing, and notice so given shall be sufficient notice to such member.

60. Persons Entitled by Death or Operation of Law

Every person who by operation of law, transfer, death of a member or by any means whatsoever,

shall become entitled to any membership, shall be bound by every notice in respect of such membership which shall have been duly given to the person from whom he derives his title to such membership, previously to his name and address being entered on the books of the Association (whether it be before or after the happening of the event upon which he became entitled).

61. Waiver of Notice

Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given under any provision of the articles or by-laws of the Association or of the Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

INTERPRETATION

In this by-law and all other by-laws of the Association, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall also include companies, corporations, partnerships and any number or aggregate of persons; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by the Act; "Articles" shall include the original or restated Articles of Incorporation, Articles of Amendment, Articles of Amalgamation, Articles of Continuance, Articles of Reorganization, Articles of Dissolution, Articles of Revival or any amendments thereto.

EFFECTED as of the 25 day of September , 2009.



, President