



# **MARKHAM TENNIS CLUB**

## **BY-LAW No. 2**

**Original By-law No. 1 adopted January 27, 2012**

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## Markham Tennis Club

### BY-LAW NO. 2 General

#### ARTICLE 1 GENERAL

##### Section 1.1 Definitions.

As used in this by-law, the following terms have the following meanings:

- i. **“Act”** means the *Canada Not-for-Profit Corporations Act* and the regulations under the Act, all as amended, re-enacted or replaced from time to time.
- ii. **“Corporation” or “Club”** means **Markham Tennis Club**.
- iii. **“person”** means a natural person, partnership, limited partnership, limited liability partnership, corporation, limited liability company, unlimited liability company, joint stock company, trust, unincorporated association, joint venture or other entity or governmental or regulatory entity, and pronouns have a similarly extended meaning.
- iv. **“recorded address”** means (i) in the case of a member, the member’s latest address as shown in the records of the Corporation, and (ii) in the case of a director, officer or public accountant, the person’s latest address as shown in the records of the Corporation or, if applicable, the last notice filed with the Director under the Act, whichever is the most recent.
- v. **“show of hands”** means, in connection with a meeting, a show of hands by persons present at the meeting, the functional equivalent of a show of hands by telephonic, electronic or other means of communication and any combination of such methods.

Terms used in this by-law that are defined in the Act have the meanings given to such terms in the Act.

##### Section 1.2 Financial Year.

Unless changed by resolution of the board, the financial year end of the Corporation shall be December 31.

##### Section 1.3 Head Office.

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

**Section 1.4 Seal.**

The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

**Section 1.5 Interpretation.**

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

**Section 1.6 Affiliation.**

The Corporation shall affiliate with the Ontario Tennis Association (OTA) and all or any societies or organizations of the same kind or nature as its own, as may be deemed appropriate by the Directors and Officers.

**ARTICLE 2  
BUSINESS OF THE CORPORATION**

**Section 2.1 Execution of Instruments and Voting Rights.**

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by one other officer or director. Any person authorized to sign any document may affix the seal (if any) of the Corporation to such document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

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

Notwithstanding any provisions to the contrary contained in the bylaws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### **Section 2.2 Books and Records.**

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

### **Section 2.3 Banking Arrangements.**

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

### **Section 2.4 Cheques, etc.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

### **Section 2.5 Borrowing.**

The directors may from time to time

- i. borrow money on the credit of the Corporation; or
- ii. issue, sell or pledge securities of the Corporation; or
- iii. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights,

powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

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

### **ARTICLE 3 DIRECTORS**

#### **Section 3.1 Number of Directors.**

The affairs of the Corporation shall be managed by a board of a minimum of three (3) directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

#### **Section 3.2 Qualification.**

No person shall be elected as a director of the Corporation unless such person is an Adult voting member of the Club

#### **Section 3.3 Term of Office of Directors**

Elected members of the Executive shall hold office from the date elected until the date of the next annual general meeting. No member of the Executive may be elected to the same office for more than seven (7) years consecutively if there are nominees for the office.

#### **Section 3.4 Vacancies**

Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the

qualified members of the Corporation, if they shall see fit to do so otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

### **Section 3.5 Quorum and Meetings.**

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings of the Directors may be called by the president or any two Directors at any time and any place on notice as required by this by-law.

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 9 of this by-law to each director not less than one day before the meeting is to take place. The board may appoint a day or days in any month or months for regular meetings at, an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

### **Section 3.6 Voting.**

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

### **Section 3.7 Meeting by Telephonic, Electronic or Other Communication Facility.**

If all the directors of the Corporation present at or participating in a meeting of directors consent, a director may participate in such meeting by means of a telephonic, electronic or other communication facility. A director participating in a meeting by such means is deemed to be present at the meeting. Any consent is



effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the directors.

### **Section 3.8 Powers.**

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

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

### **Section 3.9 Remuneration.**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- i. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- ii. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - a. considered reasonable by the Board;
  - b. approved by the Board for payment by resolution passed before such payment is made; and
  - c. in compliance with the conflict of interest provisions of the Act.

## **ARTICLE 4 COMMITTEES**

### **Section 4.1 Committees.**

Committees may be established by the Board as follows:

- i. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or

committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

- ii. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **ARTICLE 5 OFFICERS**

### **Section 5.1 Appointment of Officers.**

There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. The President, Vice-President, Treasurer and Secretary shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **Section 5.2 Powers and Duties.**

Unless the directors determine otherwise, an officer has all powers and authority that are incident to his or her office. An officer will have such other powers, authority, functions and duties that are prescribed or delegated, from time to time, by the directors . The directors may, from time to time, vary, add to or limit the powers and duties of any officer.

### **Section 5.3 Duties of President and Vice-President.**

The President shall, when present, preside as Chair at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

**Section 5.4 Duties of Secretary.**

The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

**Section 5.5 Duties of Treasurer.**

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

**Section 5.6 Duties of Other Officers.**

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

**Section 5.7 Removal of Officers.**

The directors may remove an officer from office at any time, with or without cause. Such removal is without prejudice to the officer's rights under any employment contract with the Corporation.

**ARTICLE 6**

**PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**Section 6.1 Limitation of Liability.**

Subject to the Act and other applicable law, no director or officer is liable for:

- i. the acts, omissions, receipts, failures, neglects or defaults of any other director, officer or employee;
- ii. joining in any receipt or other act for conformity;

- iii. any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- iv. the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested;
- v. any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited; or
- vi. any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation to his office.

### **Section 6.2 Indemnity.**

The Corporation will indemnify to the fullest extent permitted by the Act

- i. any director or officer of the Corporation,
- ii. any former director or officer of the Corporation,
- iii. any individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, and
- iv. their respective heirs and legal representatives. The Corporation is authorized to execute agreements in favour of any of the foregoing persons evidencing the terms of the indemnity. Nothing in this by-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

### **Section 6.3 Conflict of Interest.**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### **Section 6.4 Insurance.**

The Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 6.2 against such liabilities and in such amounts as the directors may determine and as are permitted by the Act.

**ARTICLE 7**  
**MEMBERS**

**Section 7.1 Membership Conditions.**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Adult voting members, being individual members aged 18 or older and Junior non-voting members, being individual members under age 18. All memberships shall be non-transferable.

Membership shall be open to all individuals on an annual basis upon payment of the fee and submission of a completed application form on such terms as shall be established by the board of directors from time to time. Within the classes of members, the board of directors may by resolution establish sub-categories with different conditions of or fees for membership such as, by way of example only, for student members and seniors and to provide for family memberships.

The board of directors may set limits upon the total number of members of the Club in any class or category and may decline applications for membership from new or existing members which would exceed such limits or otherwise in its sole discretion provided that no application for membership shall be declined solely on the basis of gender, race, creed, sexual orientation or other prohibited basis of discrimination..

The membership year for the Club shall be from **January 1 to December 31** in each year or such other period as the board of directors may by resolution establish.

The following conditions of membership shall apply:

i. Adult Voting Members

- a. Adult voting membership shall be available only to individuals aged 18 or over who have submitted a completed application, paid the fee and met such other conditions as are established by the board of directors from time to time.
- b. The term of membership shall be annual, subject to renewal in accordance with the policies of the Club.
- c. As set out in the articles, each Adult voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Adult voting member shall be entitled to one (1) vote at such meetings.

ii. Junior Members

- a. Junior non-voting membership shall be available only to individuals under the age of 18 who have submitted a completed application, paid the fee and met such other conditions as are established by the board of directors from time to time.
- b. The term of membership of a Junior non-voting member shall be annual, subject to renewal in accordance with the policies of the Club.
- c. Subject to the Act and the articles, a Junior non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

### **Section 7.2 Membership Fees**

The Board shall annually set the membership fee rates for Adults and Juniors and for any established sub-categories of memberships, including guest fees.

### **Section 7.3 Membership Fees in Default**

Any Member in default of payment of membership fees shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within 30 days the member in default shall automatically cease to be a member of the Corporation.

### **Section 7.4 Discipline of Members**

The board shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- i. violating any provision of the articles, by-laws, or written policies of the Club;
- ii. carrying out any conduct which may be detrimental to the Club as determined by the board in its sole discretion;
- iii. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership, the President, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make electronic or written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written

submissions are received by the President, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If electronic or written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal. In the event the member involved is a Junior non-voting member, such notices shall be given to and submissions accepted from the parent(s) or other legal guardian of such Junior non-voting member.

## ARTICLE 8 MEETINGS OF MEMBERS

### **Section 8.1 Calling Annual and Special Meetings.**

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

The business transacted at the annual meeting shall include:

- i. receipt of the agenda;
- ii. receipt of the minutes of the previous annual and subsequent special meetings;
- iii. consideration of the financial statements;
- iv. reports of directors and committees
- v. report of club operations and programming
- vi. election of Directors; and
- vii. such other or special business as may be set out in the notice of meeting.

The election of directors shall be as follows:

- i. Nominations to serve on the board shall be made by:
  - a. written nominations for any officer position addressed to the Secretary not later than seven (7) days prior to the Annual Meeting. or

- b. nominations for all other director positions made from the floor at the time of the Annual General Meeting, or
  - c. nominations submitted by the board approved and recorded in the Minutes of a prior Meeting.
- ii. Written nominations shall be signed by two members of the club, and shall also be signed by the nominee indicating his or her willingness to accept the office, if elected.
  - iii. Election will be by most votes received. In the event of a tie, the President will cast the deciding vote.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by electronic or other means, fourteen (14) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

### **Section 8.2 Chair of the Meeting.**

The President shall preside as Chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **Section 8.3 Electronic Meetings.**

Meetings of members may be held entirely by means of telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. The directors may establish procedures regarding the holding of meetings of members by such means.

### **Section 8.4 Quorum.**

A quorum for the transaction of business at any meeting of members shall consist of not less than three (3) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.



**Section 8.5 Manner of Voting.**

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable to him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to a second or casting vote.

**Section 8.6 Adjournment.**

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

**ARTICLE 9  
NOTICES**

**Section 9.1 Notices.**

Any notice, communication or document required to be given, delivered or sent by the Corporation to any director, officer, member or public accountant is sufficiently given, delivered or sent if delivered personally, or if delivered to the person's recorded address, or if mailed to the person at the person's recorded address by prepaid mail, or if otherwise communicated by electronic means permitted by the Act. The directors may establish procedures to give, deliver or send a notice, communication or document to any director, officer, member or public accountant by any means of communication permitted by the Act or other

applicable law. In addition, any notice, communication or document may be delivered by the Corporation in the form of an electronic document.

**Section 9.2 Computation of Time.**

In computing the date when notice must be given when a specified number of days' notice of any meeting or other event is required, the date of giving the notice is excluded and the date of the meeting or other event is included.

**Section 9.3 Error or Omission in Giving Notice.**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**ARTICLE 10  
ADOPTION AND AMENDMENT OF BY-LAWS**

**Section 10.1 Amendments to By-Laws.**

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

**Section 10.2 Effective Date.**

This by-law comes into force when made by the directors in accordance with the Act.

**Section 10.3 Repeal.**

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal does not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

This by-law was made by resolution of the directors on **October 30, 2016**.

_____	_____
Name	Title
_____	_____
Name	Title
_____	_____
Name	Title
_____	_____
Name	Title
_____	_____
Name	Title