

**BY-LAWS FOR THE NEPEAN KNIGHTS MINOR
LACROSSE ASSOCIATION
(ADOPTED 20 FEBRUARY 2002)**

(Amended February 2007)

**BY-LAW NUMBER 1
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BY-LAW NUMBER 1

**being a By-law relating generally to the transaction of the business and affairs
of the Corporation.**

Be it enacted and it is hereby enacted as a By-law (and where the context requires as a special resolution) of THE NEPEAN KNIGHTS MINOR LACROSSE ASSOCIATION (hereinafter called the “Corporation”) that

ARTICLE ONE: INTERPRETATION

1.01 In all By-laws, resolutions and minutes of the Corporation where the context so requires or permits:

- the singular shall include the plural and the plural the singular;
- words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; one gender shall include the other genders;
- “Act” shall mean the act or statute under which the Corporation is incorporated and all regulations thereunder and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor, and in the case of such substitution the reference in the By-laws, resolutions and minutes of the Corporation to non-existing acts or statutes shall be read as referring to the substituted provisions in the new acts or statutes;
- “Appoint” includes “elect” and vice versa;
- “Board” shall be the Directors of the Corporation;
- “By-laws” mean the By-laws of the Corporation from time to time in force or effect; and
- “Letters Patent” shall mean the Letters Patent incorporating the Corporation and all Supplementary Letters Patent thereafter issued as defined in the Act.

Save as aforesaid, words and expressions defined in the Act have the same meaning.

ARTICLE TWO: REGISTERED OFFICE

2.01 The Registered Office of the Corporation shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario and at such place therein as the Board of the Corporation from time to time may determine by resolution.

ARTICLE THREE: CORPORATE SEAL

3.01 The seal of the Corporation shall be in such form as prescribed by the Directors of the Corporation and shall have the name of the Corporation inscribed thereon.

ARTICLE FOUR: Directors

Number and Quorum

4.01(2007)

The affairs of the Corporation shall be managed by its Board. The maximum number of Directors of the Corporation shall be ~~six (6)~~ seven (7) and the minimum shall be ~~three (3)~~

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four (4). Fifty percent plus one (50% +1) shall constitute a quorum. In the event that the minimum number of Directors is appointed, quorum shall be two (2) persons. Notwithstanding vacancies, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

Election and Term

4.02 The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board shall continue until their successors are elected. At the first annual meeting of the Members of the Board then elected shall replace the provisional Directors named in the Letters Patent of the Corporation. Retiring Directors shall be eligible for re-election. The election may be by a show of hands or by resolution of the Members unless a ballot is demanded.

Qualification

4.03 No person shall be qualified as a Director unless he shall be eighteen (18) or more years of age and shall at the time of his election and throughout his term of office be a Member of the Corporation, provided that a person who is not a Member may be a Director if he is otherwise qualified, he applies to be a Member of the Corporation within ten (10) days after his election and his membership is approved by the Board.

Vacancies

4.04 A Director shall *ipso facto* cease to hold office as a Director:

- 1) if he becomes bankrupt or suspends payment of his debts or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- 2) if he is found to be a mentally incompetent person or a person of unsound mind;
- 3) if by notice in writing delivered to the Corporation he resigns his office of Director;
- 4) if he ceases to be a Member of the Corporation;
- 5) if at a special general meeting of Members a resolution is passed by a majority of the Members present at the meeting, that he be removed from office; or
- 6) if he dies;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board by majority vote may, by appointment, fill the vacancy with a Member of the Corporation.

Meetings

4.05

1) Place and Time:

Meetings of the Board may be held at such place and at such time as the Directors may from time to time by resolution direct or as the person or persons convening the meeting may direct.

2) Convening:

The Chairman of the Board, the President or any two (2) Directors may at any time and the Secretary, or in his absence an Assistant Secretary, by direction of the Board, the Chairman of the Board, the President or any two (2) Directors shall convene a meeting of

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Directors.

3) Notice:

Written notice of such meeting shall be given, other than by mail, to each Director not less than forty -eight (48) hours before the meeting is to take place. Notice by mail shall be sent at least twenty (20) days prior to the meeting. Provided however that meetings of the Board may be held at any time without formal notice being given if all the Directors are present, or if a quorum is present and those Directors who are absent either before or after the meeting signify their consent in writing or by telecopy or by any other form of transmitted or recorded message to the holding of the meeting in their absence. Notice of any meeting or any irregularities in any meeting or in the notice thereof may be waived by any Director.

Following the election of a Director or Directors at a meeting of Members for the first meeting of the Board to be held immediately following such meeting, or in the case of a Director elected to fill a vacancy on the Board for the meeting at which the election is made, no notice of such meeting of the Board shall be necessary to the newly elected Director or Directors in order legally to constitute such meeting, provided a quorum of Directors be present.

The Board by resolution may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed by not less than the time prescribed for giving notices to convene a meeting of Directors before the first regular meeting is to take place and thereafter no other notice shall be required for any such regular meeting.

4) Attendance:

No person shall be admitted to a meeting of the Board unless authorized by the Act or the articles or the By-laws of the Corporation or on the invitation of the Chairman of the meeting or on the consent of the meeting.

5) Quorum:

No business shall be transacted at any meeting of the Board unless the requisite quorum be present at the commencement of the meeting. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum.

6) Telephone Attendance:

If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities as 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

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present at the meeting.

Voting

4.06 All matters and questions arising at any meeting of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote in addition to his original vote.

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as it if had been passed at a meeting of Directors or Committee of Directors.

Liability and Indemnity of Directors and Officers

4.07 1) Each and every Director and Officer of the Corporation shall assume office on the express understanding, agreement and condition that every Director and Officer of the Corporation and his heirs, executors, administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the fund of the Corporation from and against all costs, losses, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, except costs, losses, charges or expenses as are occasioned by his own willful neglect or default.

2) No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for and on behalf of the Corporation or for insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Corporation shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his respective office of trust or in relation thereto unless the same shall happen by or through his own willful neglect or default.

Remuneration of Directors

4.08 1) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that, by resolution of the Board may be paid reasonable expenses incurred by them for their attendance at each regular or special meeting of the Board.

2) In the event that a Director is conducting other responsibilities beyond those outlined in these By-laws, and to which those other responsibilities are normally compensated, the Director may be remunerated at an amount normally paid for such services upon approval of the Board.

Powers and Duties of Directors

- 4.09 1) The Directors may exercise all such powers of the Corporation as are not by the Canada Corporations Act or by this By-law, required to be exercised by the Members at general meetings. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall take such steps as it may deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects of the Corporation.
- 2) The duties of the Directors shall include, but not be limited to, *inter alia*: Ensuring the Officers are operating the Corporation in a manner consistent with its mission and mandate, as outlined in the By-laws; recommending changes to the By-laws; setting strategic directions for the Corporation; and planning the Annual General Meeting in a manner consistent with the By-laws.

Committees

- 4.10 The Board shall be responsible for the control, management and supervision of all of the affairs of the Corporation but may delegate such duties to committees of the members of the Board or to Officers of the Corporation. The Board may appoint such committees as it requires and may remove any members of such committees at any time. No members of any such committee shall receive any remuneration for acting as such, however the Board, by resolution, may approve the reimbursement of expenses incurred by such members in carrying out of duties in relation to the affairs of the committee.

Validity of Acts of Directors

- 4.11 All acts done bona fide at any meeting of the Board or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any member of the Board, or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a Director.

ARTICLE FIVE: OFFICERS

Officers

- 5.01 The Officers of the Corporation shall be a President, Vice-President, Secretary and such other Officers as the Board may determine in its sole discretion.

Appointment

- 5.02 1) The President shall be appointed by resolution of the Board at the first meeting of Directors held following the Annual General Meeting of Members at which the Directors are elected. The President must be a Director.

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- 2) The President appoints all other Officers. The Officers may or may not be Directors. Two or more offices of the Corporation may be held by the same person.

Term

- 5.03 The Officers of the Corporation shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead.

Remuneration

- 5.04 1) Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his position as such; provided that, by resolution of the Board reasonable expenses of Officers incurred in the carrying out of the duties of such office may be allowed.
- 5.05 2) In the event that an Officer is conducting other responsibilities beyond those outlined in these By-laws, and to which those other responsibilities are normally compensated, the Officer may be remunerated at an amount normally paid for such services upon approval of the Board.

Removal

- 5.05 The Board may remove any or all of the Officers of the Corporation by resolution passed at any duly held meeting, notice calling which states the nature of such resolution in detail, or by resolution signed by a majority of the Directors.

Duties of the President

- 5.06 The President shall be the chief executive Officer of the Corporation and ex officio a member of all committees. He shall preside at all meetings of the Corporation and of the Board and shall have general supervision of all other Officers and their duties. He shall have the general active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

Duties of the Vice-President

- 5.07 The Vice-President, in the absence or disability or refusal to act of the President, shall perform all the duties and have all the authority vested in the President and if a Vice-President shall exercise any such duties or authorities, the absence or disability or refusal to act of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers of the President as the President may delegate from time to time to him or as the Board may determine.

Duties of Secretary

- 5.08 The Secretary, shall issue all notices and call all meetings of the Board and Members and committees when directed so to do. He shall attend and act as Secretary of all meetings of the Directors and of the Members and shall keep the minutes of such meetings and shall perform such other duties as may be prescribed from time to time by the President or the Board and as are incidental to the office of Secretary. He shall be the custodian of the seal of the Corporation, which he shall deliver only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

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Duties of Treasurer

- 5.09 The Treasurer, if appointed, shall have such powers and duties as may be assigned to him from time to time by the President.

Duties of Other Officers

- 5.10 All other Officers of the Corporation shall perform such duties as are incidental to their respective offices and such other duties as shall from time to time be assigned to them by the President.

Duties of Assistants

- 5.11 Any of the powers and duties of an Officer to whom an Assistant has been appointed may be exercised and performed by any Assistant to such Officer unless the Board otherwise directs.

Vacancies

- 5.12 If any office open to appointment by the Board shall be or become vacant, the Board by resolution may appoint any qualified person to fill such vacancy or vacancies.

Delegation and Variation of Duties

- 5.13 In case of the absence or inability to act of any Officers of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being. From time to time the Board may vary, add to, or limit the powers and duties of any Officer or Officers.

ARTICLE SIX: MEMBERS

Membership

- 6.01 1) Membership shall be open to anyone interested in the aims and objects of the Corporation whose application for admission as a Member shall have received the approval of the Board of the Corporation. There shall be one class of voting members defined as follows: Any parent or legal guardian of any son or daughter under the age of eighteen (18) who is registered with the Corporation for play in that year; any person over the age of eighteen (18) who is registered with the Corporation for play in that year; any coach, assistant coach or manager with any team in the Corporation; and any Director or Officer of the Corporation.
- 2) Any youth, eighteen (18) years of age or younger who is registered with the Corporation for play in that year may request a membership in the Corporation. If granted by the Board, the youth would not have voting rights but will be treated as a Member in all other rights.

Dues

- 6.02 The annual dues, if any, for each class of Membership shall be determined from time

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to time by the Officers and approved by the Board.

Withdrawal of Members

6.03 A Member may withdraw at any time upon giving notice of his intention to do so to the Secretary of the Corporation, and such notice shall be effective upon presentation thereof.

Place of Meetings

6.04 The Annual General Meeting or any other general meeting of Members shall be held at the head office of the Corporation or at any place in Canada as the Board may determine, and on such day as the said Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside of Canada.

Annual General Meetings

6.05(2007)

The annual meeting of the Members shall be held once in every calendar year, not later than ~~eighteen (18) months after holding the last preceding Annual General Meeting~~ November 15 of that calendar year at such place, on such day, and at such time as the Board by resolution may determine or in the absence of such resolution, at the place, date and time specified in the notice calling the meeting.

At each Annual General Meeting of the Members the order of business shall be as follows:

- 1) calling the meeting to order;
- 2) reading of minutes of last Annual General Meeting of the Members and of any intervening special general meetings of the Members and considering confirmation of the same;
- 3) presentation of the annual report of the Directors;
- 4) presentation of financial statements and report of the Treasurer or Auditor, where available;
- 5) discussion and, if thought fit, approval of the financial statements and report;
- 6) the appointment of an Auditor, and dealing with their remuneration, when applicable;
- 7) the approval or confirmation of the enactment, repeal, amendment, or re-enactment of any By-law or By-laws, but only if notice of this item of business has been included in the notice of the meeting;
- 8) election of Directors; and
- 9) miscellaneous business, if any, of which notice has been included in the notice of the meeting.

Special Meetings

6.06 Special meetings of the Members may be convened at any time and place by the order of the Board or on written requisition of Members carrying not less than ten percent (10%) of the voting rights.

Notice of Meetings

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- 6.07 Not less than twenty (20) days, nor more than fifty (50) days, before the date of every meeting of Members, a written, printed or otherwise mechanically reproduced notice stating the day, hour and place of meeting and the general nature of the business to be transacted, shall be sent or delivered to each Director and to the Auditor of the Corporation, when applicable, and to each Member. A notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived in any manner by any person, Member, or the duly appointed proxy of any Member. Subject to the provisions of the Act, notice of every meeting of Members at which special business is to be transacted shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Notice of each meeting of Members must remind the Member that he has a right to vote by proxy.

Attendance

- 6.08 The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the Directors, the Auditor of the Corporation, when applicable, and those who, although not entitled to vote, are entitled under the provisions of the Act or of the Articles or By-laws 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.

Quorum

- 6.09 The quorum for the transaction of business at all meetings of the Members shall consist of a minimum of one percent (1%) of members entitled to vote thereat. No business shall be transacted at a meeting unless the requisite quorum be present at the commencement of the meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Voting at Meetings

- 6.10 Unless otherwise required by the Act or the Letters Patent or By-laws of the Corporation, at all meetings of Members every question shall be decided by the majority of the votes cast on the question. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands unless the Chairman requires a poll. Upon a show of hands, every person present in person or represented by proxy and entitled to vote shall have one vote, but in the case of an equality of votes the Chairman, both on a show of hands and at a poll, shall have a casting vote in addition to the vote to which he may be entitled as a Member. Before or after a show of hands the Chairman may require, or any Member present in person or represented by proxy and entitled to vote, may demand a poll. Unless a poll be so required or demanded a declaration by the Chairman of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and any entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

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Proxies

6.11 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 that vote may be cast by proxy. The individual exercising the proxy shall be a Member whose membership fees or dues are fully paid. Not less than ten (10) days before voting, the duly executed Official Proxy Form must be filed with the Secretary. The Official Proxy Form shall be a specified form, as from time to time the Board shall prescribe, and all such prescribed forms shall include the Corporation's corporate seal.

No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless his membership fees or dues are fully paid and notwithstanding anything aforesaid. Youth Members shall not be entitled to vote at any meeting. No individual may exercise the voting rights, as proxy, for more than three (3) Members at one meeting.

ARTICLE SEVEN: EXECUTION OF DOCUMENTS

Documents

7.01 All deeds, documents and instruments in writing may be signed on behalf of the Corporation by the President, Vice-President or Director, together with the Secretary, Treasurer, Assistant Secretary, Assistant Treasurer, or other Director, and when so signed and delivered shall be received as the act of the Corporation.

General

7.02 In addition, the Board may from time to time by resolution appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign deeds, documents and instruments in writing generally or to sign specific deeds, documents and instruments in writing, which resolution may provide for signatures to be mechanically reproduced in facsimile.

ARTICLE EIGHT: FINANCIAL

Fiscal Year

8.01 The fiscal year of the Corporation shall terminate on such day in each year as the Board from time to time by resolution may determine.

ARTICLE NINE: INSPECTION OF ACCOUNTS BY MEMBERS

9.01 The Board may from time to time determine to what extent and at what time and place and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to inspection of Members, and no Member shall have any right to inspect any account or book or document of the Corporation except as conferred by the Act or authorized by the Board or by a resolution of the Members in meeting.

ARTICLE TEN: NOTICE

Method of Giving, Sending or Delivery

10.01

- 1) In addition to any provisions in the Letters Patent, any notice (which term includes any demand, copy of resolution, communication or document) to be given, sent or delivered by the Corporation, pursuant to any provision of the Act, the Letters Patent, the By-laws or any resolution of the Members or of the Board or otherwise, to a Member, Director, Officer, member of a committee of the Board or Auditor of the Corporation, when applicable, or to any person shall be sufficiently given, sent or delivered if delivered to his address recorded with the Secretary or if mailed by ordinary mail, postage prepaid, in a sealed envelope addressed to him at such recorded address, or if no address is so recorded, then at his last address known to the Secretary, or if no address is so recorded or known to the Secretary, to "General Delivery" at the municipality in which he was last known by the Secretary to reside, or if sent by any means of telegraph, cable, wire or wireless communication, or any form of transmitted or recorded communication addressed to him at such address. Any notice so delivered shall be deemed to have been given, sent or delivered when it is delivered personally or at the address aforesaid; and any notice so mailed shall be deemed to have been given, sent or delivered when deposited in a post office or public letter box in Canada and a notice sent by any means of telecopy, cable, wire or wireless communication or any form of transmitted or recorded communication shall be deemed to have been given, sent or delivered when delivered to the appropriate company or agency or its representative for dispatch.
- 2) The accidental omission to give, send or deliver any notice to any Member, Director, Officer, Auditor, when applicable, or person or the non-receipt of any notice by any Member, Director, Officer, Auditor, when applicable, or person 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.

Adjourned Meetings

10.02 The Chairman, with the consent of any meeting, may adjourn the same from time to time, and in the case of a Directors' meeting or committee meeting no notice of such adjourned meeting need be given if the time and place of the adjourned meeting is announced at the original meeting. In the case of a Members' meeting no notice of such adjourned meeting

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need be given if the time and place of such adjourned meeting is announced at the original meeting, except when the original meeting is adjourned for an aggregate of thirty (30) days or more. Any notice of the adjourned meeting, when required herein, shall be given as in the case of the original meeting. Any business may be brought before or dealt with at any such adjourned meetings which might have been brought before or dealt with at the original meeting in accordance with the notice calling such original meeting.

Signature of Notices

10.03 The signature to any notice to be given by the Corporation may be written, stamped, typewritten, or otherwise mechanically reproduced or partly written, stamped, typewritten or otherwise mechanically reproduced.

Computation of Time

10.04 In the absence of provision to the contrary, where a given number of days or other period of notice is required to be given, the day of giving the notice shall be excluded and the day for which notice is given and statutory holidays and non-judicial days shall be included in such number of days or other period except that where clear days are required the day for which notice is give shall also be excluded.

Proof of Service

10.05 A certificate of the Secretary or Assistant Secretary or other duly authorized Officer of the Corporation in office at the time of the making of the certificate or of any agent of the Corporation appointed by any of such Officers or by the Board as to facts in relation to the mailing or delivery or sending or giving of any notice shall be conclusive evidence hereof and shall be binding on every person entitled to such notice.

Waiver

10.06 Any Member, Director, Auditor, when applicable, or person may in writing waive any notice or the sending of any notice required to be given under any provision of the Articles, the By-laws or the Act.

ARTICLE ELEVEN: AMENDMENT OF BY-LAWS

11.01 The By-laws of the Corporation not embodied in the Letters Patent, may be repealed or amended by By-law enacted, by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said By-law, provided that the repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

ARTICLE TWELVE: AUDITORS

12.01 1) The Members may at each Annual General Meeting appoint an Auditor to audit the accounts of the Corporation for report to the Members at the next Annual General Meeting. The Auditor shall hold office until the next Annual General Meeting

