

CANADIAN COUNCIL OF MASSAGE THERAPY SCHOOLS

GENERAL BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of
CANADIAN COUNCIL OF MASSAGE THERAPY SCHOOLS

SECTION 1. DEFINITIONS AND INTERPRETATION

1.1 **Definitions** - In the by-laws of the Corporation, unless the context otherwise requires:

- a. **"Act"** means the *Canada Not-for-Profit Corporations Act* and any statute that may be substituted therefor, as from time to time amended;
- b. **"appoint"** includes "elect" and vice versa;
- c. **"Articles"** means the articles attached to the Certificate of Certificate of Continuance (Transition) issued under the Act as from time to time amended or restated;
- d. **"Board"** means the Board of Directors of the Corporation;
- e. **"by-laws"** means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- f. **"Corporation"** means the corporation incorporated under Part II of the *Canada Corporations Act* by Letters Patent and continued under the Act under the name **Canadian Council of Massage Therapy Schools**;
- g. **"Full Time Student"** means a student enrolled in at least 60% of the full course load offered by a Member School;
- h. **"meetings of members"** means an annual meeting of members and a special meeting of members;
- i. **"Member School"** means a school involved in the training of massage and is a member of **CANADIAN COUNCIL OF MASSAGE THERAPY SCHOOLS**;
- j. **"non-business day"** means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act (Canada)*;
- k. **"recorded address"** means in the case of a member, director, officer, auditor or member of a committee of the Board, the latest address of such person as recorded in the records of the Corporation;

- I. **"signing officer"** means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 3.4 or by a resolution passed pursuant thereto.
- 1.2 **Interpretation** - Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION 2. OBJECTS

- 2.1 **Objects** - The objects of the Corporation are as follows:
 - a. to provide a forum for Member Schools which offer networking, support, professional development and mentoring;
 - b. to provide a forum where the interest of Member Schools may be discussed;
 - c. to be a voice for massage therapy education in Canada;
 - d. to support the establishment, and advancement of national standards for massage therapy profession;
 - e. to support the implementation of a standardized national accreditation process for massage therapy programs;
 - f. to liaise with provincial, national, and international organizations as appropriate to advance massage therapy education;
 - g. to develop strategic alliances and partnerships to increase public utilization of massage therapy through promoting an understanding of the efficacy of massage therapy;
 - h. to support scientific based research related to massage therapy practices and education;
 - i. to support continuous education, learning, and professional development of massage therapists and massage therapy educators; and
 - j. to demonstrate the qualities and the values of a healthy, responsive, and professional organization.

SECTION 3. BUSINESS OF THE CORPORATION

- 3.1 **Registered Office** - Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Winnipeg, in Manitoba and at such location therein as the Board may from time to time determine.

- 3.2 **Corporate Seal** - Until changed by the Board, the corporate seal of the Corporation shall be in the form impressed.
- 3.3 **Financial Year** - Until changed by the Board, the financial year of the Corporation shall end on the last day of October in each year.
- 3.4 **Execution of Instruments** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons who hold the offices of president, executive director, director, secretary, treasurer, or any other office created by by-law or resolution of the Board. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.
- 3.5 **Banking Arrangements** - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize provided however that all cheques and other instruments shall require the signature of any two Officers.

SECTION 4. MEMBERSHIP

- 4.1 **Classes of Members** - There shall be two classes of members, namely:
- a. **Member Schools** in the Corporation shall be limited to schools interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member for the then current fiscal year of the Corporation has received the approval of the Board of Directors of the Canadian Council of Massage Therapy Schools Corporation by meeting the following requirements:
- i. the applying school has been approved or recognized as a massage therapy training program by the Governing Minister or Department of the province within which it operates a school;
 - ii. have completed the application of membership and is in agreement with the bylaws of the Corporation;
 - iii. paid the first membership dues; and
 - iv. been approved by the Board of directors.

The Board of Directors need not admit any individual to general or non-voting membership.

- b. **Honorary Members** of the Corporation shall be any person who in the opinion of the Board expressed by ordinary resolution has made a significant contribution to **Canadian Council of Massage Therapy Schools.**

4.2 **Voting Privileges** -

- a. For the purposes of Section 4.2, “**Associated Member Schools**” shall mean either:

two (2) or more Member Schools owned or controlled by the same legal entity (ie: corporation, partnership, etc.); or

two (2) or more Member Schools owned or controlled by the common shareholders who between them directly or indirectly own or control 51% or more of the voting shares of stock or 51% or more of the equity.

- a. Each **Member School** shall be entitled to one vote at meetings of members provided. however that the total votes cast by each group of **Associated Member Schools** shall not exceed 10% of the eligible votes that may be cast at the meeting.
- b. Honorary Members shall not be entitled to vote at meetings of members.
- c. In the case where an owner(s)/operator(s) has more than one school or campus that group of schools/campuses shall have only one vote.
- d. Honorary Members are entitled to receive notice of and to attend all General Meetings of Members but shall not be entitled to vote at such meetings.
- e. At the commencement of each meeting of Members, each Member School shall notify the Secretary in writing of the name of the person entitled to vote on behalf of the Member School at the meeting. If a Member School fails to notify the Secretary of the name of the person entitled to vote on behalf of the Member School at the meeting within the notice period, then that Member School shall not be entitled to vote at the meeting.

- 4.3 **Withdrawal from Membership** - Any member may withdraw from the Corporation by notice in writing delivered to the Head Office of the Corporation indicating the effective date of such members withdrawal, and if no date of withdrawal is indicated in the notice, the date of receipt by the Head Office of such notice of withdrawal shall be the effective date of the withdrawal from membership.

- 4.4 **Maintenance of Membership Status** - In order to maintain membership in the Corporation, each member school must at all times be in good standing as provided for in the Corporation’s Policy and Procedures Guide as amended from time to time.

- 4.5 **Surrender of Corporation records** - A member who withdraws from membership shall forthwith surrender to the Corporation all documents, books, records or other property of the Corporation in such member's possession.

- 4.6 **Membership Fees**: - For member schools membership fees shall be based on the total number of full time (or equivalent) students enrolled in the massage therapy training program. The scale of membership fees to student enrolments shall be proposed by the Board and set at each annual general meeting. Where a member school has more than one location/campus the student enrollment reflect the total of all full time student enrollments at all locations.
- 4.7 **References to Canadian Council of Massage Therapy Schools** - Only member schools in good standing may make reference in advertising and promotion to be a member of the **Canadian Council of Massage Therapy Schools**. Any such advertising must be professional and not misleading in its presentation.
- 4.8 **Removal of Honorary Members** - Any general non-voting member may be required to resign by a vote of the majority of the directors of the corporation.

SECTION 5. BORROWING AND SECURITIES

- 5.1 **Borrowing Power** - Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time:
- a. borrow money upon the credit of the Corporation;
 - b. issue, re-issue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
 - c. mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation..

- 5.2 **Delegation** - The Board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board by Section 5.1 or by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

SECTION 6. DIRECTORS and OFFICERS

- 6.1 **Number of Directors and Quorum** - The Board shall consist of not fewer than four (4) and not more than fifteen (15) directors. Until changed in accordance with this by-law , the Corporation shall be managed by a Board of five (5) directors.
- 6.2 **Composition** - The Board of Directors shall consist of the President, Vice-President, Director of Membership, Secretary, and Treasurer.

- 6.3 **Quorum** - Subject to Section 6.10, the quorum for the transaction of business at any meeting of the Board of Directors shall consist of the greater of a majority of the Directors or four (4) Directors or such greater number of directors as the Board may from time to time determine.
- 6.4 **Qualification** - No person shall be qualified for election as a director if such person is less than 18 years of age; is not an individual; or has the status of a bankrupt. A majority of the directors shall be resident Canadians with no more than two directors representing schools or campuses in the same Province. There shall be a minimum of one private school owner/operator and one public school operator represented on the Board.
- 6.5 **Election and Term** - The election of directors shall take place at the first meeting of members and at each annual meeting of members. The number of directors to be elected at the first general meeting of members shall be five, two of whom shall be elected for a term of one year and three of whom shall be elected for a term of two years. At each annual general meeting of members thereafter, directors shall be elected for a term of two years. All directors whose term has ended shall be deemed to have resigned concurrently with the election of new directors.
- 6.6 **Removal of Directors** - Subject to the provisions of the Act, the members may by resolution passed at a special meeting remove any director from office and the vacancy created by such removal may be filled by the directors.
- 6.7 **Vacation of Office** - A director ceases to hold office when a director dies, a director is removed from office by a vote of 51% at a special meeting of members; a director ceases to be qualified for election as a director; or a director's written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.
- 6.8 **Vacancies** - Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the members to elect the minimum number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect a minimum number of directors, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any member may call the meeting.
- 6.9 **Action by the Board** - The Board shall manage the business of the Corporation. Subject to Section 6.10, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.
- 6.10 **Canadian Majority** - The Board shall not transact business at a meeting, other than filling a vacancy in the Board, unless a majority of the directors present are resident Canadians, except where:

- a. a resident Canadian director who is unable to be present approved in writing or by telephone or other communications facilities the business transacted at the meeting; and
 - b. a majority of resident Canadians would have been present had that director been present at the meeting.
- 6.11 **Meetings by Telephone** - If all the directors consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a director holds office.
- 6.12 **Place of Meetings** - Meetings of the Board may be held at any place in North America.
- 6.13 **Calling of Meetings** - Meetings of the Board shall be held from time to time and at such place as the Board, the president or any two directors may determine.
- 6.14 **Notice of Meeting** - Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.1 to each director in writing not less than 48 hours before the time when the meeting is to be held, unless such notice is given by mail, in which case such notice shall be mailed at least 14 days prior to the date on which the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
- a. submit to the members any question or matter requiring approval of the members;
 - b. fill a vacancy among the directors or in the office of auditor;
 - c. approve any annual financial statements; or
 - d. adopt, amend or repeal by-laws.
- A director may in any manner waive notice of or otherwise consent to a meeting of the Board.
- 6.15 **First Meeting of New Board** - Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.
- 6.16 **Adjourned Meeting** - Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 6.17 **Regular Meeting** - The Board 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 such regular meeting shall be sent to

each director forthwith after being passed, but no other notice shall be required for any such regular meeting except when the Act requires the purpose thereof or the business to be transacted thereat to be specified.

- 6.18 **Chair** - The Chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and is present at the meeting: President, Vice-President, Membership Director, Secretary, or Treasurer. If no such officer is present, the directors present shall choose one of their number to be the Chair.
- 6.19 **Votes to Govern** - At all meetings of the Board every question shall be decided by a majority of the vote cast on the question. In case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote.
- 6.20 **Conflict of Interest** - A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve same except as provided by the Act.
- 6.21 **Remuneration and Compensation** - The directors shall receive no compensation or remuneration for their services as directors and no director shall directly or indirectly receive any profit from such position. Directors are entitled to reasonable expenses incurred in the exercise of their duty.

SECTION 7. COMMITTEES

- 7.1 **Committee of Directors** - The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board except those which, under the Act, a committee of directors has no authority to exercise.
- 7.2 **Transaction of Business** - Subject to the provisions of Section 6.10, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside of Canada.
- 7.3 **Notice of Meeting** - Notice of the time and place of meetings of Committee Members shall be given to each Committee Member in writing not less than 48 hours before the time when the meeting is to be held, unless such notice shall be sent by mail in which case the notice shall be mailed at least 14 days prior to the date on which the meeting is to be held.

- 7.4 **Nominations Committee** - The Board shall appoint a Nominating Committee at the meeting of the Board immediately following the Annual General Meeting of Members.
- a. **Qualification and Composition of Nominating Committee** - The Nominating Committee shall be composed of a maximum of three persons who shall be appointed by the Board.
 - b. **Term** - Members of the Nominating Committee shall be appointed for a one year term commencing on the date of such appointment and terminating at the conclusion of the next Annual General Meeting of Members.
 - c. **Slate of Directors and Officers** - The Board shall, at least 60 days prior to the Annual General Meeting of Members, advise the Chair of the Nominating Committee of the number of vacancies on the Board and in the Officers of the Association.
 - d. **Duties of Nominating Committee** - The Nominating Committee shall, after obtaining the consent of the nominees, provide to the Secretary a slate of directors and officers to fill any vacancies at least 45 days prior to the Annual General Meeting of Members.
 - e. **Circulation of Slate of Directors and Officers** - The Secretary shall, at least 15 days prior to the Annual General Meeting of Members, circulate the slate of directors and officers to all Member Schools.
 - f. **Nominations from the Floor** - Nominations for any vacancy on the Board may be made from the floor by any Member Schools.
 - g. **Election by Acclamation** - If no nominations are made from the floor, the slate of Directors and Officers presented by the Nominating Committee shall be deemed to have been elected by acclamation.
 - h. **Voting** - Directors and officers shall be elected by majority vote at the Annual General Meeting of Members. All Member Schools shall be entitled to vote on the election of directors and officers.
- 7.5 **Additional Committees** - The Board may from time to time appoint special committees and task forces as it may deem advisable, but the functions of any such committees and task forces shall be advisory only. All committees/task forces must have a specific mandate and budget which must be renewed each year by the Board.
- 7.6 **Procedure** - Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chair and to regulate its procedure.
- 7.7 **Removal** - Any Committee Members may be removed by a majority vote of the Board of Directors.

- 7.8 **Remuneration** - Committee Members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 7.9 **Standing Committees** - The following standing committees shall be established by the Board at the first meeting of directors:
- a. Finance Committee;
 - b. Membership Committee;
 - c. Meeting and Planning Committee;
 - d. Newsletter Committee;
 - e. By-Laws Committee; and
 - f. Education Committee.
- 7.10 **President** - The president shall be the Chief Executive Officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and the President shall have such other powers and duties as the Board may specify.
- 7.11 **Vice-President** - A vice-president shall have such powers and duties as the Board or the Chief Executive Officer may specify.
- 7.12 **Membership Director** - The Membership Director shall be responsible for seeking out and recruiting for membership massage therapy schools whose standards and practices are compatible with the goals of the Corporation.
- 7.13 **Secretary** - The secretary shall attend and be the secretary of all meetings of the Board and members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; shall give or cause to be given as and when instructed, all notices to members, directors, officers, auditors and members of committees of the Board; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and shall have such other powers and duties as the Board or the Chief Executive Officer may specify. The Secretary shall maintain and archive all minutes of the meetings of directors and members and minutes of all meetings of Committees sent to the Secretary.
- 7.14 **Treasurer** - The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation, and shall have such other powers and duties as the Board or the Chief Executive Officer may specify.

- 7.15 **Powers and Duties of Other Officers** - The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board or the Chief Executive Officer may specify. 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 or the Chief Executive Officer otherwise directs.
- 7.16 **Variation of Powers and Duties** - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.
- 7.17 **Term of Office** - The Board, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the Board shall hold office until his successor is appointed.
- 7.18 **Conflict of Interest** - An officer shall disclose an interest in any material contract or proposed material contract with the Corporation in accordance with Section 6.9.
- 7.19 **Remuneration** - A reasonable remuneration for all officers, agents and employees and Committee Members shall be fixed by the Board of Directors by Resolution. Such Resolution shall have force and effect only until the next meeting of Members when such Resolution shall be confirmed by Resolution of the Members, or in the absence of the such confirmation by the Members, then the remuneration to such officers, agents, employees and Committee Members shall cease to be payable from the date of such meeting of Members.

SECTION 8. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 8.1 **Limitation of Liability** - Subject to the provisions of the Act, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other 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 for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part or from any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such office or in relation thereto, unless the same are occasioned by such person's own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 8.2 **Indemnity** - Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who undertakes or has undertaken any liability on behalf of the Corporation, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceedings to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- a. such person acted honestly and in good faith with a view to the best interest of the Corporation; and
- b. in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, such person has reasonable grounds for believing that such conduct was lawful.

SECTION 9. MEETINGS OF MEMBERS

- 9.1 **Annual Meetings** - The annual meeting of members shall be held at such time in each year and, subject to Section 9.3, at such place as the Board, the president or the secretary may from time to time determine, to audit financial statements for report to members, to consider reports required by the act to be placed before the annual meeting, to elect directors, appoint auditors and to transact such other business as may properly be brought before the meeting.
- 9.2 **Special Meetings** - The Board, the president or the secretary shall have power to call a special meeting of members at any time.
- 9.3 **Requisition of Meetings by Members** - The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 51% of the voting rights.
- 9.4 **Place of Meeting** - Meetings of members shall be held at the Head Office of the Corporation or elsewhere in or outside of Canada if the Board shall so determine.
- 9.5 **Notice of Meetings** - Notice of the time and place of each meeting of members shall be given in the manner provided in Section 10.1 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and each member entitled to vote thereat. Notice of a meeting of members called for the purpose other than consideration of the financial statements and auditor's or accountant's report, election of directors and reappointment of the incumbent auditor or accountant 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. A member may in any manner waive notice of or otherwise consent to a meeting of members.
- 9.6 **Meetings Without Notice** - A meeting of members may be held without notice at any time and place permitted by the Act ;

if all the members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and

if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact.

- 9.1 **Chair, Secretary and Scrutineers** - The Chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: President, Vice-President, Director of Membership, Secretary, or Treasurer. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their members to be the Chair. If the secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a member, to act as secretary of the meeting.
- 9.2 **Persons Entitled to be Present** - The only persons entitled to be present at a meeting of members shall be representatives of Member Schools, the directors and auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.
- 9.3 **Quorum** - A quorum for the transaction of business at any meeting of members shall be a majority of members present in person and entitled to vote thereat, unless the act or these by-laws otherwise provide.
- 9.4 **Votes to Govern** - At any meeting of members every question shall, unless otherwise required by the Letter Patent or these by-laws under the Act be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chair of the meeting shall not be entitled to a second or casting vote.
- 9.5 **Show of Hands** - Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chair 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 meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour 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 members upon the said question.
- 9.6 **Ballots** - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 9.7 **Adjournment** - If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

- 9.8 **Resolution in Writing** - A resolution in writing signed by all members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

SECTION 10. NOTICES

- 10.1 **Method of Giving Notices** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's recorded address or if mailed at such person's recorded address by prepaid post or airmail or if sent at such person's recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received at the time it would have been delivered in the ordinary course of mail. The secretary may change or cause to be changed the recorded address of any member, director officer, auditor or member of a committee of the Board in accordance with any information believed by the secretary to be reliable.
- 10.2 **Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving notice shall be excluded and the date of the meeting or other event shall be included.
- 10.3 **Undelivered Notices** - If any notice given to members pursuant to Section 10.1 is returned on three consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until the member informs the Corporation in writing of the member's new address.
- 10.4 **Omissions and Errors** - The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such 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.
- 10.5 **Waiver of Notice** - Any member, director, officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the provisions of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of members or of the Board may be given in any manner.

SECTION 11. AUDIT

- 11.1 **Appointment of Auditor or Accountant** - An auditor shall be appointed by the members of the Corporation at the annual meeting and shall hold office until the next annual meeting or until a successor is appointed, unless previously removed by resolution of the members of the Corporation at a special meeting.
- 11.2 **Remuneration** - The remuneration of the auditor shall be approved by the members of the Corporation.
- 11.3 **Financial Reports** - The auditor shall be supplied with a copy of the financial reports and it shall be the auditor's duty to audit same with the accounts and vouchers relating thereto. The auditor shall at all reasonable times have access to all the books and accounts of the Corporation.

SECTION 12. AMENDMENT OF BY-LAWS

- 12.1 **Amendment of By-Laws** – The Board may by resolution make, amend or or repeal any By-law that regulates the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Special Resolution passed by not less than two-thirds of the Members entitled to vote at meetings of Members. By-laws which relate to matters other than the fundamental changes set forth in subsection 197(1) of the Act may be confirmed, rejected or amended by Members by Ordinary Resolution.

SECTION 13. EFFECTIVE DATE

- 13.1 **Effective Date** – The general operating by-law of the Corporation shall be repealed and this by-law shall come into force and become effective on the date on which the Corporation is continued under the Act.

ENACTED by the Board the 10th day of October, 2014.

James Manzara, President

Ian Marshall, Treasurer