

A by-law relating generally to the conduct of the business and affairs of

THE OTTAWA KENNEL CLUB

Be it enacted and it is hereby enacted as a by-law of **THE OTTAWA KENNEL CLUB** (hereinafter called the "Club")

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SECTION ONE

General

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Club unless the context otherwise requires:

- a. "Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Club;
- c. "Canadian Kennel Club" means the Canadian Kennel Club incorporated under the *Animal Pedigree Act*, R.S.C., 1985, c. 8 (4th Supp.) as amended from time to time;
- d. "Executive Committee" means the board of directors of the Club and "director" means a member of the Executive Committee;
- e. "by-law" means this by-law and any other by-law of the Club as amended and which are, from time to time, in force and effect;
- f. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Club that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- j. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Other than as specified above, words and expressions defined in the Act have the same meanings when used herein.

1.02 Interpretation – In all by-laws of the Club, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include an individual, partnership, corporation, executor, administrator and legal representative, and the masculine or feminine shall include all genders.

1.03 Corporate Seal – The Club may have a corporate seal in the form approved from time to time by the Executive Committee. If a corporate seal is approved by the Executive Committee, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Instruments – Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club shall be signed by any two (2) of its officers or directors. In addition, the Executive Committee may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

1.05 Fiscal and Operating Year – The fiscal year of the Club shall end on the 31st day of December in each year.

1.06 Banking Arrangements – The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Executive Committee may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Club and/or other persons as the Executive Committee may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements – The Club may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Club and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 Expenditures – Amounts under two thousand, five hundred dollars (\$2500.00) in Canadian funds, the Executive Committee of the Club may, without authorization of the members:

- a. borrow money on the credit of the Club;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Club;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Club, owned or subsequently acquired, to secure any debt obligation of the Club.

Expenses of a capital or non-recurring nature in excess of \$2,500.00 must be approved at a meeting of the members.

SECTION TWO

Membership

2.01 Membership Conditions – Subject to the articles, membership shall be limited to individuals interested in furthering the purposes of the Club, whose application for membership has been approved by the Executive Committee, who have paid the prescribed fee (if any) and who undertake to abide by the articles, by-laws and Code of Ethics of the Club. There shall be the following classes of membership in the Club.

2.01.1 Honourary Membership (Non-Voting) – Honourary membership is restricted to Mrs. Coby Kruders, Dr. Janet Lalonde DVM and Dr. James Hutchison DVM.

2.01.2 Life Membership (Voting) – Life membership may be awarded to those Ordinary Members who have made an extraordinary contribution to the Club. Nomination for Life Members shall be proposed to the Executive Committee and shall be effective when approved by two-thirds (2/3) of the Executive Committee.

- a. Nominees must have made an outstanding contribution to the advancement and purpose of the Club. Such contributions would have to be considered as significant lasting importance to the Club; including:
 - (i) Minimum of twenty (20) years membership with the Club; and
 - (ii) Serve a minimum of four (4) years as officer, or
 - (iii) Have made a major contribution to at least eight (8) dog shows sponsored by the Club, or be the principal organizer of several major Club events;
- b. Nomination must be by four (4) Ordinary or Life members in good standing; those persons having been members for a minimum of ten (10) years;
- c. Nomination Form to include a detailed summary describing the Nominees' achievements;
- d. Submission of Nomination Form to be made to the Executive Committee no later than June 30th, an announcement made to the membership at the next annual meeting of members.

2.01.3 Associate Membership (Non-Voting) – All new members must join as Associate members. They shall be individuals who have paid the annual membership fee, as hereinafter provided, and whose application for membership has been approved by a majority vote of the Executive Committee. In the event that the Executive Committee does not approve the Membership Application, the applicant shall be provided with a written explanation for such refusal and shall have the right to appeal to a Committee of five (5) members to be named by the President. Associate members shall remain as such for twelve (12) months from date of acceptance by the Executive Committee. Associate members may not vote or hold elected office in the Club nor can they advertise in the Club's Breeders Directory / on the website.

2.01.4 Ordinary Membership (Voting) – Individuals eighteen (18) years of age or older who have fulfilled the requirement of twelve (12) months of Associate

membership and whose "Application for Membership" has been approved by a majority of the Executive Committee. In the event that the Executive Committee does not approve the Membership Application, the applicant shall be provided with a written explanation for such refusal and shall have the right to appeal to a Committee of five (5) members to be named by the President.

In accordance with the articles and section 12 of these by-laws, a special resolution of the members is required to make any amendments to this section of the by-laws.

2.02 Notice – Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

In accordance with the articles and section 12 of these by-laws, a special resolution of the members is required to make any amendments to this section of the by-laws.

2.03 Members Calling a Members' Meeting – The Executive Committee shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

In accordance with the articles and section 12 of these by-laws, a resolution of the members is required to make any amendments to this section of the by-laws.

2.04 Absentee Voting by Proxy – Every member entitled to vote at a meeting of members may appoint a proxyholder, or one or more alternate proxyholders, who shall be members of the Club, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument in writing executed by the member in accordance with the Regulations;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- d. a proxy shall be in writing, executed by the member or such member's attorney and shall conform with the requirements of the Regulations; and
- e. votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

In accordance with the articles and section 12 of these by-laws, a special resolution of the members is required to make any amendments to this section of the by-laws.

SECTION THREE

Membership Fees and Termination

3.01 Membership Fees – There shall be no membership fees for Honourary and Life members. Membership fees for Associate and Ordinary members shall be fixed by resolution of the Executive Committee. Membership fees shall be due on the second day of January in each year and no person in arrears shall be entitled to the rights and privileges of membership in the Club. If any fees are not paid by January 31st of the current year the members in default shall automatically cease to be members of the Club.

3.02 Termination of Membership – A member shall cease to be a member of the Club when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns;
- d. the member's term of membership expires;
- e. the member's membership is terminated in accordance with the articles or by-laws; or
- f. the Club is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Club, automatically cease to exist.

3.03 Discipline of Members – The Executive Committee shall have authority to suspend or expel any member from the Club for any one or more of the following grounds:

- a. in the event of disciplinary action or expulsion by the Canadian Kennel Club; or
- b. violating any provision of the Act, articles, by-laws, or Code of Ethics of the Club.

In the event that the Executive Committee determines that a member should be expelled or suspended from membership in the Club, the President, or such other officer as may be designated by the Executive Committee, 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 written submissions to the President, or such other officer as may be designated by the Executive Committee, 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 Executive Committee, may proceed to notify the member that the member is suspended or expelled from membership in the Club. If written submissions are received in accordance with this section, the Executive Committee 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 Executive Committee's decision shall be final and binding on the member, without any further right of appeal.

SECTION FOUR Meetings of Members

4.01 Annual Meeting – An annual meeting of the members shall be held within the Club's boundaries as designated by the Canadian Kennel Club and at such time in each year as the Executive Committee may determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Club's preceding fiscal year.

4.02 Chair – The President shall preside at all meetings of the Club and shall have the right to request any other officer or member to preside temporarily for a specified purpose. In the absence of the President, the Vice-President shall preside, and in the absence of both the President and Vice-President, the Second Vice-President shall preside. In the absence of all three, the directors shall appoint a chair.

4.03 Waiver of Notice – Any person who is entitled to notice of a meeting of members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.04 Quorum – A quorum at any meeting of the members shall be the lesser of five percent (5%) or ten (10) members entitled to vote at the meeting. For the purpose of determining quorum, a member shall be present in person. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Participation by Electronic Means at Members' Meetings – If the Club chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by

means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present in person at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Club has made available for that purpose.

4.06 Votes to Govern – At any meeting of members, every motion shall, unless otherwise required by section 12 of these by-laws, be determined by ordinary resolution, defined as a majority of 50% plus one.

4.07 Adjournment – With the consent of the majority of members at a meeting, the chair of the meeting may adjourn such meeting from time to time and if a meeting is adjourned for less than thirty (30) days, no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION FIVE

Directors

5.01 Number of Directors – Subject to the Act and the articles, the Executive Committee shall manage or supervise the management of the activities and affairs of the Club. The Executive Committee shall consist of the number of directors specified in the articles. Directors must be members of the Club. If the articles provide for a minimum and maximum number of directors, the Executive Committee shall be comprised of the fixed number of directors as determined from time to time by resolution of the members.

5.02 Election and Term – At the first election of directors following the approval of this by-law, one-half (1/2) of the directors shall be elected for a one-year term and one-half (1/2) of the directors shall be elected for a two-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year (2) terms.

5.03 Resignation of Directors – A resignation of a director becomes effective at the time a written resignation is received by the Executive Committee or at the time specified in the resignation whichever is later.

5.04 Termination of Directors – A director of the Club ceases to hold office when the director becomes disqualified, dies, resigns, or is removed by ordinary resolution at a special meeting of members to remove any director(s) from office.

5.05 Vacancies – Subject to the Act, a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number of the

minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles.

SECTION SIX Meetings of Directors

6.01 Calling of Meetings – There shall be at least four (4) meetings per year of the Executive Committee. Meetings of the Executive Committee may be called by the President or any two (2) members of the Executive Committee at any time.

6.02 Notice – Meetings of the Executive Committee may be held at any time and place to be determined by the Executive Committee provided that 48 hours notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.03 Waiver of Notice – A director may waive notice of a meeting of directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

6.04 Quorum – A majority of directors in office, from time to time, but no less than three (3) directors, shall constitute a quorum for meetings of the Executive Committee.

6.05 Chair – The President, if such an officer has been appointed and is present, or in his or her absence the Vice-President, failing whom the Second Vice-President, shall be the chair of any meetings of the Executive Committee. If no such officer is present at any meeting of the Executive Committee, the directors present shall choose one of their number to act as chair of such meeting.

6.06 Voting at Meetings – Each director is authorized to exercise one (1) vote. Motions arising in any meeting of directors shall be decided by a majority of votes.

6.07 Participation by Electronic Means – A director may participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

6.08 Resolution in Lieu of Meeting – A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

6.09 Constitution of Committees – The Executive Committee may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Executive Committee shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Executive Committee may from time to time make. Any committee member may be removed by resolution of the Executive Committee.

SECTION SEVEN Officers

7.01 Qualifications – An officer shall be a member of the Club. A director may be elected or appointed to any office of the Club but none of the officers need be a director unless these by-laws otherwise provide. Officers who are not also directors shall be entitled to attend meetings of the Executive Committee but shall not be entitled to vote at any such meetings. An officer shall not hold the same office for more than two (2) full terms in succession.

7.02 Election or Appointment – The President, Vice-President and Second Vice-President of the Club shall be elected by the members at the annual meeting of the members. The Executive Committee may appoint a Secretary and Treasurer at the first meeting of the Executive Committee following the annual meeting of members or more often as may be required.

7.03 Description of Offices – The offices of the Club, if officers are elected or appointed, shall have the following duties and powers associated with their positions:

- a. President – If appointed, the President shall be the chief executive officer of the Club and shall be responsible for implementing the strategic plans and policies of the Club. The President shall, subject to the authority of the Executive Committee, have general supervision of the affairs of the Club.
- b. Vice-President – If the President of the Executive Committee is absent or is unable or refuses to act, the Vice-President of the Executive Committee, if any, shall, when present, preside at all meetings of the Executive Committee and of the members. The Vice-President shall have such other duties and powers as the Executive Committee may specify.
- c. Second Vice-President – If the President and Vice-President of the Executive Committee are absent or are unable or refuse to act, the Second Vice-President of the Executive Committee, if any, shall, when present, preside at all meetings of the Executive Committee and of the members. The Second Vice-President shall have such other duties and powers as the Executive Committee may specify
- d. Secretary – If appointed, the Secretary shall attend and be the secretary of all meetings of the Executive Committee, members and committees of the Executive Committee. The Secretary shall enter or cause to be entered in the

Club 's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Club.

- e. Treasurer – The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Club; whenever required, the Treasurer shall render to the Executive Committee an account of all such person's transactions as Treasurer and of the financial position of the Club.
- f. Immediate Past-President – An individual who ceases to occupy the office of President and who does not occupy any other office on the Executive Committee shall become the Immediate Past-President, in an advisory capacity only.

7.04 Variation of Duties – The powers and duties of all other officers of the Club shall be such as the terms of their engagement call for or the Executive Committee or President requires of them. The Executive Committee may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.05 Vacancy in Office – The Executive Committee may remove, whether for cause or without cause, any officer of the Club. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Club shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION EIGHT

Disclosure of Interest

8.01 Disclosure of interest – In accordance with the Act, a director or an officer of the Club shall disclose to the Club, in writing or by requesting to have it entered in the minutes, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Club, if the director or officer

- a. is a party to the contract or transaction;
- b. is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- c. has a material interest in a party to the contract or transaction.

8.02 Time of disclosure for director – The disclosure required by subsection 8.01 of these by-laws shall be made, in the case of a director,

- a. at the meeting at which a proposed contract or transaction is first considered;
- b. if the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;
- c. if the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or
- d. if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

8.03 Time of disclosure for officer – The disclosure required by subsection 8.01 of these by-laws shall be made, in the case of an officer who is not a director,

- a. immediately after the officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- b. if the officer becomes interested after a contract or transaction is made, immediately after the officer becomes so interested; or
- c. if an individual who is interested in a contract or transaction later becomes an officer, immediately after the individual becomes an officer.

8.04 Time of disclosure for director or officer – If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Club's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Club, or request to have entered in the minutes, the nature and extent of their interest.

8.05 Voting – A director required to make a disclosure under subsection 8.01 of these by-laws shall not vote on any resolution to approve the contract or transaction unless the contract or transaction

- a. is for indemnity or insurance under section 151 of the Act; or
- b. is with an affiliate.

SECTION NINE
Indemnities to Directors and Others

9.01 Indemnification – Every director or officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:

- a. all claims, demands, causes of action, costs, charges and expenses of every nature whatsoever (including any liability for taxes imposed by virtue of a payment under this indemnity) which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b. all other claims, demands, causes of action, costs (including counsel fees and disbursements), charges and expenses of every nature whatsoever which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such claims, demand, causes of action, costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Club shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

SECTION TEN
Notices

10.01 Method of giving notice – Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Executive Committee, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the Executive Committee or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Club or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Club in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Executive Committee in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Club to any notice or other document to be given by the Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION ELEVEN

Miscellaneous

11.01 Operating Policies – The Executive Committee may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the by-laws of the Club relating to such matters as terms of reference of committees, duties of officers, Executive Committee code of conduct as well as procedural and other requirements relating to the by-laws as the Executive Committee may deem appropriate from time to time. Any Operating Policy adopted by the Executive Committee will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Executive Committee.

11.02 Invalidity of any provision of this by-law – The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

11.03 Omissions and Errors – The accidental omission to give any notice to any member, director, officer, member of a committee of the Executive Committee or public accountant, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION TWELVE

By-laws and Effective Date

12.01 Amendments – The Executive Committee may not make, amend or repeal any by-laws that regulate the activities or affairs of the Club without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

12.02 Matters Requiring Special Resolution – A special resolution of the members is required to make any amendments to the articles or by-laws to

- a. change the Club's name;
- b. change the province in which the Club's registered office is situated;
- c. add, change or remove any restriction on the activities that the Club may carry on;
- d. create a new class or group of members;
- e. change a condition required for being a member;
- f. change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g. divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. add, change or remove a provision respecting the transfer of a membership;
- i. subject to section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles;
- j. change the statement of the purpose of the Club;
- k. change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Club;
- l. change the manner of giving notice to members entitled to vote at a meeting of members;
- m. change the method of voting by members not in attendance at a meeting of members; or
- n. change or remove any other provision that is permitted by this Act to be set out in the articles.

CERTIFIED as approved by the members of the Club in accordance with the Act on the 7th day of December, 2014, and to be effective on the date that the Club is issued a Certificate of Continuance under the Act.

DATED the 7th day of December, 2014.

Carol A Broadhurst

President

ORIGINAL SIGNED BY

Signature

Michael E H Pinfold

Secretary

ORIGINAL SIGNED BY

Signature