

**AMENDED BYLAW NO. 1 OF
LUTHERAN URBAN MINISTRY CORPORATION**

**A BYLAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS AND
BUSINESS OF LUTHERAN URBAN MINISTRY CORPORATION**

Amended November 17, 2020

PART I – Confession of Faith and Mission

Confession of Faith

The Corporation shall operate under the mission of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada and shall adhere to the Synod's and Church's Confession of Faith.

Mission

1. Within the purposes set out and described in the Articles, the mission of the Corporation shall be to meet the physical, emotional and spiritual needs of the individuals and families in the area served. This shall be done by such actions as:
 - a) holding religious services and studies;
 - b) providing food and clothing assistance;
 - c) standing with them and supporting them in relation to issues of poverty, abuse and exploitation, immigration, ethnic diversity, racial and other prejudice; and
 - d) assisting them with the acquisition of skills, education and experience in order to better their living situations.
2. In carrying out its mission, this Corporation may carry out such other activities which shall further the mission of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada, and the wider Church of Christ.
3. The Corporation shall operate on a religious non-contingent model, in that it shall offer direct religious programming, but such programming shall not be explicitly tied to the provision of services to such inner-city residents.
4. The Corporation shall be a mutual ministry that responds to the critical needs of people in the inner-city and shall also reorient Lutheran congregations to a ministry of social justice within the inner-city. Ideally, the mission of the Corporation will flow reciprocally.

PART 2 - INTERPRETATION OF BYLAWS

1. Definitions

- a) In the Bylaws of the Corporation, unless the context or subject matter otherwise specifies or requires:

- (i) **“Annual Meeting”** means the annual General Meeting of the Members as described and provided by Article 12 of this By-law;
- (ii) **“Articles”** means the Articles of Incorporation of the Corporation, and any other Articles of the Corporation duly filed by the Corporation under the Corporations Act from time to time;
- (iii) **“Board”** means the board of Directors of the Corporation;
- (iv) **“Bylaws”** means the Bylaws of the Corporation from time to time in force and effect;
- (v) **“Corporation”** means Lutheran Urban Ministry Corporation;
- (vi) **“Corporations Act”** means The Corporations Act of the Province of Manitoba from time to time in force, and all amendments thereto and re-enactments thereof;
- (vii) **“Council”** means the Board of Directors of the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada Inc., and **“Councilor”** means one of such directors, and **“Councilors”** means more than one of such directors;
- (viii) **“Delegate”** means a person appointed by a Regular Member to act on its behalf;
- (ix) **“Director Member”** means an individual who becomes a Member by being elected as a Director of the Corporation;
- (x) **“Directors”** means the Directors of the Corporation from time to time;
- (xi) **“General Meeting”** means a meeting of the Members, including an Annual Meeting;
- (xii) **“Honourary Member”** means:
 - (a) the Bishop of the Synod or a person appointed in writing from time to time by the Bishop of the Synod to represent him or her at all meetings of the Members;
 - (b) An individual who has given meritorious service to the cause of the Corporation and has been approved by Ordinary Resolution of the Board to be an Honourary Member;
- (xiii) **“Member”** means a Regular Member, Director Member or an Honourary Member;
- (xiv) **“Nominating Committee”** means the committee of the Board formed for the purpose of providing names of nominees to the Members for election to the Board and consisting of three Directors, including the current Chair of the Corporation and two other Directors selected by the Chair;
- (xv) **“Officers”** means those Officers of the Corporation authorized from time to time by this Bylaw;

- (xvi) **“Ordinary Resolution”** means a Resolution passed by a majority of the votes cast of the persons eligible to vote and who are present at a duly constituted meeting;
 - (xvii) **“Registered Address”** of a Member or Delegate means their address as recorded in the register of Members;
 - (xviii) **“Regular Member”** means a congregation that meets the qualifications of membership as set out in Article 3 of Part 3 of this Bylaw;
 - (xix) **“Resolution”** means an Ordinary Resolution or a Special Resolution;
 - (xx) **“Special Resolution”** means a resolution passed by no less than sixty-five (65%) percent of the persons eligible to vote and who are present at a duly constituted meeting;
 - (xxi) **“Synod”** means the Manitoba/Northwestern Ontario Synod of the Evangelical Lutheran Church in Canada Inc.
- b) The definitions set forth in the Corporations Act on the date on which this Bylaw becomes effective apply to this Bylaw.

2. Interpretation

- a) Words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include natural persons only, and any number or aggregate of persons.
- b) The headings used in this Bylaw are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 3 - MEMBERSHIP IN THE CORPORATION

3. Classes of Members

There shall be three classes of Members:(a) Regular Members; (b) Director Members; and(c) Honourary Members.

- a) Regular Members of the Corporation shall consist of the member congregations of the Synod located in or within one hundred (100) kilometres of the City of Winnipeg (“Member Congregations”), each Member Congregation being entitled to representation by one Delegate.
- b) Director Members shall consist of those persons elected to the Board as Directors.
- c) Honourary Members of the Corporation shall include the Bishop of the Synod, or their appointee, and any individuals approved by the Board as having given meritorious service to the cause of the Corporation.

4. Eligibility of Delegates:

Persons who meet all of the following qualifications shall be eligible to become Delegates of a Member Congregation:

- a) eighteen (18) years of age or older;
- b) member or rostered minister of a Member Congregation;
- c) having a genuine interest in supporting and furthering the mission, purposes and objects of the Corporation.

5. Rights and Duties of Members

- a) Every Member and every Delegate of a Regular Member shall uphold the provisions of the Articles and comply with this Bylaw.
- b) Subject to an express provision in this Bylaw to the contrary, all Members shall be entitled to the rights and privileges of all other Members.
- c) Each Member shall have the voting rights prescribed in Article 19 of this Bylaw.

6. Request for Delegates

At least one hundred twenty (120) days prior to the Annual Meeting, the Chair of the Board shall issue, or cause to be issued, a notice to each Member Congregation: (i) specifying the date and location of the Corporation's Annual Meeting; and (ii) requesting the appointment, within sixty (60) days, of a Delegate for the purposes of attending and voting at General Meetings for the upcoming year.

7. Appointment of Delegates

Each Member Congregation, and/or its Delegate, shall provide the Chair of the Board with a notice of appointment and the following information within sixty (60) days after receiving the above-referenced request for Delegates:

- a) the full legal name of the Delegate;
- b) the email address (or street address if no email address) of the Delegate;
- c) the telephone number of the Delegate.

8. Status of Members

A person shall cease to be a Director Member, Honourary Member or Delegate of a Regular Member:

- a) By delivering his or her resignation in writing to the Secretary of the Corporation, or by mailing or delivering it to the address of the registered office of the Corporation;
- b) On his or her death;
- c) On his or her being expelled pursuant to Article 9 of this Bylaw;

- d) In the case of a Director Member, upon the expiration of their term on the Board or upon vacating their position prior to the end of term.

9. Suspension, Etc.

- a) A Director Member, Honourary Member or a Delegate of a Regular Member may be suspended by or expelled from the Corporation by a Special Resolution passed in a General Meeting, of which notice specifying the intention to pass such Special Resolution as special business has been given.
- b) The Member or Delegate who is the subject of the proposed Special Resolution for suspension or expulsion shall be given an opportunity to be heard at the General Meeting before the Special Resolution is put to a vote.

PART 4 - MEETINGS OF MEMBERS

10. General Meetings

- a) General Meetings shall be held at the times and places that the Directors may deem fit from time to time in accordance with the Corporations Act.
- b) The Directors may, when they deem fit, convene a General Meeting.
- c) The Directors shall convene a General Meeting without delay on the requisition of ten (10) or more of the Regular Members.

11. Notice of Meetings

- a) Notice of a General Meeting shall be in writing and specify the place, day and hour of the meeting. Such notice shall also state the general nature of the business to be transacted and shall be sent via electronic mail or regular mail to each Regular Member's Delegate, each Director Member and Honourary Member at least twenty-one (21) days before the date of such meeting. Notice of a meeting of the Members at which special business is to be transacted shall state the nature of that business in detail sufficient to permit Members and Delegates to form a reasoned judgment thereon, and the text of any Special Resolution to be submitted to the meeting.
- b) The accidental and unintended omission to give notice of a meeting to, or the non-receipt of a notice by, any Member or Delegate entitled to receive such notice shall not invalidate any business or proceeding done or taken at that meeting.
- c) Notwithstanding anything to the contrary expressed or implied in this Bylaw but subject to the Corporations Act, the Members may, by Special Resolution to amend the agenda, proceed to consider and transact any business, special or otherwise, without any notice thereof, at any meeting of the Members.

12. Annual Meetings

- a) The first Annual Meeting shall be held not more than fifteen (15) months after the date of incorporation, and after that an Annual Meeting shall be held at least once every calendar year, and not later than the last day of the fifteenth (15th) month next following the holding of the last preceding Annual Meeting.

- b) The Annual Meeting shall be held at any place within Manitoba on such day in each year and at such time as the Directors may by Ordinary Resolution determine.
- c) At Annual Meetings there shall be presented:
 - (i) a report of the Directors as to the affairs and business of the Corporation for the previous year;
 - (ii) a financial statement of the Corporation and either an auditor's report or accountant's review thereof; and
 - (iii) such other information and reports relating to the affairs and business of the Corporation as the Directors may determine.

PART 5 - PROCEEDINGS AT GENERAL MEETINGS

13. Special Business

Special business shall be:

- a) All business transacted at a General Meeting (other than an Annual Meeting), except the adoption of rules of order; and,
- b) All business transacted at an Annual Meeting, except:
 - (i) Consideration of the financial statements;
 - (ii) The report of any auditor or accountant conducting an audit or review of the financial statements;
 - (iii) The election of Directors; and,
 - (iv) The appointment of an auditor or accountant.

14. Quorum

- a) No business, other than the election of a Chair and the adjournment or termination of the meeting, shall be conducted at a General Meeting at any time when a quorum is not present.
- b) If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- c) A quorum for the purposes of holding a valid General Meeting is fifty-one (51%) per cent of the total number of: appointed Delegates of Regular Members, plus Director Members plus Honourary Members.

15. Adjournment

If within the thirty (30) minutes next following the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Regular Members, is terminated; but in any other case, it shall stand adjourned to the same day

in the next following week, at the same time and place, and if, at the continued meeting, a quorum is not present within the thirty (30) minutes next following the time appointed for the meeting, then the Members or their Delegates present shall constitute a quorum.

16. Meeting Chair:

- a) Subject to Article 16(b) of this Bylaw, the Chair of the Corporation, and failing them the Vice-Chair or, in the absence of both, one of the other Directors present, shall preside as the Chair of a General Meeting.\
- b) If at a General Meeting:
 - (i) the Chair, Vice-Chair and no other Directors are present within the fifteen (15) minutes next following the time appointed for the meeting; or,
 - (ii) the Chair, Vice-Chair, and all the other Directors present are unwilling to act as Chair of the meeting; the Members present shall choose one of their number to be the Chair of the meeting.

17. Adjournment

- a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at a continued meeting other than the business left unfinished at the meeting from which the adjournment took place.
- b) When a General Meeting is adjourned for fifteen (15) days or more, notice of the continued meeting shall be given as in the case of the original meeting.
- c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment, or of the business to be transacted at a continued General Meeting.

18. Voting Procedure

- a) Any Resolution proposed at a General Meeting shall be seconded.
- b) The Chair of a General Meeting may take part in the debate but shall not vote, save that in the case of an equality of votes on an Ordinary Resolution, the Chair of the General Meeting shall have a casting or deciding vote.
- c) Unless a poll is demanded, a declaration by the Chair of a General Meeting that a Resolution has been carried or carried unanimously or by any particular majority, or lost or not carried by any particular majority, shall be conclusive evidence of the fact. If a poll is at the time demanded by a Member or Delegate forming part of the meeting quorum, it shall be taken in such manner, either at once or after adjournment, as the Chair of the meeting directs. The result of the poll shall be deemed to be a Resolution of the General Meeting at which the poll was demanded.

19. Voting Rights

- a) A Member in good standing, when present at a General Meeting, either in person or by way of its Delegate, shall be entitled to one vote.
- b) Voting shall be by show of hands, or by secret ballot if so directed by the Chair of the meeting.

- c) A Regular Member may exercise all its rights and privileges and acquit all its duties and obligations as such Member, by and through its Delegate duly authorized pursuant to Article 7 of this Bylaw.

PART 6 - DIRECTORS AND OFFICERS

20. Powers of the Directors

- a) Subject to the provisions of the Articles of the Corporation, the Directors shall:
 - (i) direct the management of the affairs and business of the Corporation;
 - (ii) exercise all the rights, powers and privileges of the Corporation; and
 - (iii) do all the acts and things that the Corporation may exercise and do, and which are not by this Bylaw or by statute or otherwise lawfully directed or required to be exercised or done by the Corporation in General Meeting.
- b) No Resolution made by the Members at a General Meeting invalidates any prior act of the Directors made in good faith by the Directors that would have been valid if that Resolution had not been made.

21. Board of Directors

- a) The Chair, Vice-Chair, Secretary, Treasurer and up to five (5) other persons shall be the Directors of the Corporation, as described in this Bylaw.
- b) The number of Directors shall be not less than three (3) and not more than nine (9) persons and they shall constitute the Board.
- c) Subject to the restrictions set out in Article 21(b) hereof, the number of Directors shall be such number as may from time to time be designated by Resolution of the Directors.
- d) A majority of the Directors shall be either members or rostered ministers of a congregation that is a member of the Synod.
- e) A majority of the Directors shall be at least eighteen (18) years of age.
- f) Directors shall be automatically deemed Director Members upon their election by the Members or appointment by the Board pursuant to Article 24.

22. Appointing and Electing Directors

- a) All Directors shall be elected by the Members entitled to vote at an Annual Meeting.
- b) At each Annual Meeting the Nominating Committee shall provide a list of the individuals it wishes to nominate as Directors including the position for which each individual is being nominated, if any. The Board nominees shall be representative of a wide cross section of talents and abilities. The composition of the Board should reflect a reasonable balance in serving or past and new Directors. In addition, nominations may be suggested by any Member to the Nominating Committee prior to the Annual Meeting.

- c) An election may be by acclamation; otherwise it shall be by secret ballot.
- d) Subject to Article 23(d), if no successor is appointed or elected, the person previously elected or appointed shall continue to hold office as Director, provided that they have not expressly resigned from the Board.
- e) At each Annual Meeting, an appointment will be made or an election held, as the case may be, to fill any vacancy on the Board.

23. Terms on the Board

- a) Except as provided in Article 33 of this Bylaw regarding the term of office for the Chair, Vice-Chair, Secretary and Treasurer, each Director shall retire from Office at the second (2nd) Annual Meeting next following his or her appointment or election as Director, at which meeting the successor to such retiring Director shall be appointed or elected.
- b) The initial Board to be constituted under this Bylaw shall consist of the First Directors of the Corporation, as set out in its Articles, two (2) of whom shall be appointed for a regular two (2) year term as aforesaid, and the last of whom shall be appointed for a special three (3) year term only.
- c) As soon as possible after the incorporation of the Corporation, the said First Directors shall elect the balance of the initial Board, including three (3) other Directors for a regular two (2) year term, and three (3) other Directors for a special three (3) year term only.
- d) Subject to a Special Resolution relative to a particular Director exempting that Director from the provisions of this Article 23(d), no Director shall serve more than five (5) consecutive terms of office unless the Director holds the office of Chair, Vice-Chair, Secretary or Treasurer.

24. Interim Appointments

- a) The Directors shall forthwith appoint a person meeting the requirements of Article 21 as a Director to fill any vacancy on the Board.
- b) A Director so appointed holds Office only until the conclusion of the next following Annual Meeting.

25. Validity

No act or proceeding of the Directors is invalid solely by reason of there being fewer than the prescribed number of Directors then in Office.

26. Removal of Directors

The office of a Director will be automatically vacated:

- a) if a Director resigns their office by delivering a written resignation to the Secretary of the Corporation;
- b) if a Director is declared by a court of competent jurisdiction to be of unsound mind;

- c) if a Director becomes bankrupt, files a proposal under the provisions of the Bankruptcy and Insolvency Act, or is subject to the seizure of their assets by the creditor;
- d) on the death of a Director;
- e) where the Director is absent from three (3) consecutive Board Meetings without prior written approval of the majority of the balance of the Directors; or
- f) if the Director is sentenced to serve time in prison in relation to a crime involving a breach of trust, or a matter involving property.

27. Expenses

No Director shall be remunerated by the Corporation for being or acting as a Director, but a Director may, with the prior approval of the Directors, be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs and business of the Corporation.

28. Honourary Members

The Directors may seek the advice of any Honourary Member.

PART 7 - PROCEEDINGS OF DIRECTORS

29. Meetings of Directors

- a) The Directors may meet together at the places they think fit to dispatch business, and adjourn and otherwise regulate their meetings and proceedings as they deem fit.
- b) The Directors may from time to time fix the quorum necessary to transact their business, and unless so fixed the quorum shall be a majority of the Directors then in Office.
- c) The Chair shall be the Chair of all meetings of the Directors, but if at a meeting the Chair is not present within the thirty (30) minutes next following the time appointed for the meeting, the Vice-Chair shall act as Chair; but if neither is present the Directors present may choose one of their number to be Chair at that meeting.
- d) A Director may at any time, and the Secretary on the request of a Director shall, convene a meeting of the Directors.

30. Board Committees

- a) The Directors may delegate any, but not all, of their powers to Committees consisting of a Director or Directors and any other person or persons as they deem fit. The Directors may from time to time impose such rules on and for the proceedings of any such Committee as they deem fit.
- b) Any Committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors and report every act or thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

31. Committee Meetings

- a) A Committee shall elect a Chair of its business and meetings; but if no Chair is elected, or if at a meeting the Chair is not present within the thirty (30) minutes next following the time appointed for the meeting, the Directors present who are members of the Committee shall choose one of their number to be Chair of the meeting.
- b) The members of a Committee may meet and adjourn as they deem fit.

32. New Directors

For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual Meeting or other General Meeting, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors in order for the meeting to be constituted, if a quorum of the Directors is present.

33. Election of Officers

- a) At the first meeting of the Directors which follows an Annual Meeting of Members, the Directors shall elect the following Officers from among their number:
 - (i) a Chair;
 - (ii) a Vice-Chair;
 - (iii) a Secretary; and,
 - (iv) a Treasurer;

each to serve such term as the Directors may in their discretion decide. The Directors may at any time and from time to time appoint or elect the aforesaid or such other Officers and agents of the Corporation as they may deem necessary in their discretion, which Officers and agents shall have such authority and perform such duties as may from time to time be determined by the Directors, subject to this By-law as the case may be. All such special appointees shall be subject to removal by Resolution of the Directors at any time and may not expend the funds of the Corporation without the prior consent of the Directors.

- b) Notwithstanding anything to the contrary which may be expressed or implied in this Bylaw, the Chair of the Council of the Synod shall not be eligible to become the Chair of the Directors.
- c) In the case of the absence of any Officer of the Corporation, or for any reason that the Directors may deem sufficient, the Directors may by Resolution delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

34. Voting by Directors

- a) Questions arising at a meeting of the Directors, or a Committee of Directors, shall be decided by a majority of votes.

- b) Any Director may attend a meeting of the Directors, or a Committee of Directors via telephone and in any such event shall form part of the quorum and be entitled to vote thereat.
- c) No Resolution proposed at a meeting of the Directors or a Committee of Directors need be seconded, and the Chair of any such meeting may move or propose a Resolution.
- d) Notwithstanding anything to the contrary contained in this Bylaw, the Chair of such meeting may take part in the debate but may not vote, save that in the case of an equality of votes at any such meeting, the Chair of the meeting shall have the casting or deciding vote.
- e) A Resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed and enacted at a meeting of the Directors.

35. Absent Directors

- a) A Director who may be absent temporarily from Manitoba may send or deliver to the address of the Corporation a waiver of notice, which may be by letter, electronic mail, or other written communication, of any meeting or meetings of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- b) No notice of any meeting of Directors shall be sent to that Director; and,
- c) Any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors was in each case present, be valid and effective.

PART 8 - DUTIES OF OFFICERS

36. Chair

- a) The Chair shall preside at all meetings of the Members and of the Directors.
- b) The Chair is the Chief Executive Officer of the Corporation and shall supervise the other Officers in the execution of their duties.
- c) The Chair shall be responsible for ensuring that notices of meetings are issued to Members or Directors, as the case may be.

37. Vice-Chair

The Vice-Chair shall carry out the duties of the Chair during their absence or inability to act and shall sit on the Investment Committee.

38. Secretary

- a) The Secretary shall be responsible for:
 - (i) Keeping minutes of all meetings of the Members and of the Directors;

- (ii) Keeping and holding all records and documents of the Corporation except those required to be kept by the Treasurer;
 - (iii) Holding the corporate seal of the Corporation; and,
 - (iv) Maintaining the registers of Members and Directors.
- b) In the absence of the Secretary from a meeting, the Chair of that meeting shall appoint another person to act as secretary at the meeting.
 - c) The Secretary and/or the Treasurer, as the case may be, shall permit Members to inspect the books and records of the Corporation at all reasonable times.

39. Treasurer

The Treasurer shall:

- a) be the Financial Officer of the Corporation and be responsible for keeping the financial records, including without limitation books of account, necessary to comply with careful and prudent financial practice and the Corporations Act;
- b) render financial statements to the Directors, Members and others when required;
- c) sit on the Investment Committee; and,
- d) open, operate and maintain an account or accounts with a chartered bank or trust company to be approved by the Directors, and receive and deposit all the moneys of the Corporation not immediately required for investment or other purposes of the Corporation therein, and make disbursements there from subject to such rules as may be determined from time to time by the Directors, or make the necessary arrangements therefore and administer the same.

40. Common Office

The offices of Secretary and Treasurer may not be held by one (1) person.

PART 9 – SEAL

41. Seal

- a) The Directors may provide a corporate seal for the Corporation, and may destroy a seal and substitute a new seal in its place.
- b) The corporate seal shall be affixed only when authorized by a Resolution of the Directors and then only in the presence of the persons prescribed in the Resolution, or if no persons are prescribed, in the presence of the Chair and the Secretary, or the Chair and the Treasurer.

PART 10 – BORROWING

42. Power:

- a) In order to carry out the purposes of the Corporation, the Directors may, on behalf of and in the name of the Corporation, borrow or raise money and in so doing may secure the payment or repayment of such money, all in the manner that they decide, and in particular but without limiting the generality of the foregoing, may issue promissory notes, mortgages or debentures.
- b) No such promissory note, mortgage, debenture or other debt instrument shall be so issued without the sanction of a Special Resolution.
- c) The Regular Members may by Special Resolution restrict or alter the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual Meeting.

PART 11 - AUDITOR

43. Auditor

- a) The Corporation shall have an auditor or accountant, who will perform the functions prescribed by the Directors, which functions may include a review or audit of the financial statements of the Corporation from time to time.
- b) The first auditor shall be appointed by the Directors, who shall also fill any vacancy occurring in the Office of auditor.
- c) At each Annual Meeting the Corporation shall appoint an auditor or accountant to hold Office until they are re-elected or their successor is elected at the next Annual Meeting.
- d) An auditor or accountant may be removed by Ordinary Resolution of the Members.
- e) An auditor or accountant shall be promptly informed in writing of their appointment or removal.
- f) No Director and no employee of the Corporation shall be the auditor or accountant.
- g) The auditor or accountant may attend any General Meeting.

PART 12 - NOTICES TO MEMBERS

44. Procedure

- a) A notice may be given to a Member or its Delegate, either personally or by prepaid mail or by e-mail to him or her at his or her registered address.
- b) A notice sent by mail shall be deemed to have been given on the seventh (7th) day next following that on which the notice is posted, and in proving that such notice

has been given, it is sufficient to prove that the notice was properly addressed and put prepaid into a Canada Post receptacle. A notice by e-mail shall be deemed to have been given on the second (2nd) day following the day that the e-mail was sent.

- c) Notice of any General Meeting shall be given to:
 - (i) every Member and every Delegate of a Regular Member shown on the register of Members in accordance with the procedures outlined in Article 6 and Article 11 of this Bylaw; and,
 - (ii) the auditor or accountant.
- d) No other person is entitled to receive a notice of any General Meeting.

PART 13 – BYLAWS

45. Distribution

On being admitted to membership, each Member is entitled to and the Corporation shall give to him or her, without charge, copies of the Articles and the Bylaws of the Corporation.

46. Amendment

Bylaws of the Corporation may be enacted and amended at a Members meeting by utilizing the following additional procedures:

- a) a meeting of the Directors is called to discuss the proposed bylaw (called the “Informational Meeting”).
- b) the Informational Meeting will be for the purpose of review, comment and discussion on the proposed bylaw or any amendment. The Directors will, by Ordinary Resolution, determine what changes to the proposed bylaw, if any, are to be incorporated into a new bylaw proposal. The form of bylaw resulting from the Directors’ approval is called a preliminarily approved bylaw.
- c) within thirty (30) days of the bylaw receiving preliminary approval by the Directors, the Directors will deliver notice of a Members meeting called for the purpose of approving or disapproving of the preliminarily approved bylaw, (called the “Approval Meeting”) which, unless and until it is approved by the Members, is of no force and effect.
- d) in order to be approved by the Members at the Approval meeting, a new bylaw or a bylaw change or amendment will require the approval of a two-thirds (2/3) majority of those eligible Members and Delegates in attendance at the meeting to vote in favour of the bylaw or amendment thereto. The Quorum of an Approval Meeting is ten (10) Members.

PART 14 - FINANCIAL AND LEGAL MATTERS

47. Fiscal Year

The fiscal year and the budget year of the Corporation shall be from the beginning of April until the last day of March in the following year.

48. Cheques

Any cheque or bill of exchange drawn or endorsed by the Corporation shall require the signatures of the Treasurer and one (1) other person appointed by the Directors as an authorized signatory to the purpose.

49. Contracts

- a) Any contract, document or other instrument in writing to be executed by the Corporation may be signed by the Chair or Vice-Chair together with the Secretary or Treasurer or, by any one of the foregoing and another Director, and all contracts, documents and instruments in writing so signed shall, subject to the Corporations Act, be binding upon the Corporation without any further authorization or formality. The Directors may from time to time by Resolution appoint any Officer or Officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally, or to sign specific items.
- b) The Directors may in their discretion submit any contract, act or transaction for approval, ratification or confirmation at any General Meeting called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by an Ordinary Resolution (unless any different or additional requirement is imposed by the Corporations Act or this Bylaw) shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified and confirmed by every Member.

50. Indemnity

Subject to the Corporations Act, the Directors are hereby authorized from time to time to cause the Corporation to give an indemnity to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any subsidiary of it, and any action from time to time taken by the Directors under this Bylaw shall not require approval or confirmation by the Members.

51. Liability

Subject to the Corporations Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, omissions or defaults of any other Director, other Officer, employee, servant, agent or contractor 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 Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous or willful act or omission of any person, firm or corporation with whom 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 in the execution of the duties of his or her respective Office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or Officer.

52. Insurance

The Directors may cause the Corporation to purchase and maintain insurance for the benefit of a Director and/or Officer against personal liability incurred by him or her as such Director and/or Officer.

53. Rules

The Chair of a General Meeting will determine the rules of procedure for the meeting and the order in which the business and questions are presented to the Members.

54. Winding Up

It is the unalterable provision of this ByLaw that Members will have no interest in the property and assets of the Corporation. Upon dissolution or winding up of the Corporation, any funds and assets of the Corporation remaining after satisfaction of its debts and liabilities, will be distributed to qualified donees as described in subsection 149.1(1) of the Income Tax Act (Canada) as of June 9, 2009 or, in the event the said subsection has been repealed or amended, as provided in the Articles of Incorporation of the Corporation.
