

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of the

BARTALI CYCLING CLUB

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BE IT ENACTED as a by-law of BARTALI CYCLING CLUB as follows:

1. NAME

1.1 **Name** – The name of the Corporation shall be Bartali Cycling Club.

1.2 **Abbreviated Name** – Where necessary, such as on racing jerseys, the name may be abbreviated to “BCC”.

1.3 **Registration** – This name shall be registered with the Government of Ontario under the requirements of the *Not-for-Profit Corporations Act, 2010* (Ontario).

This name shall also be registered with the appropriate governing bodies of cycling sport.

2. OBJECTIVES

2.1 **Objectives** – The following are the objectives of the Corporation:

- (a) to create an organized outlet for those riders who are interested to pursue cycling in a safe and organized manner;
- (b) to assist its riders to improve his/her fitness and advance each cyclists' riding skills; and
- (c) to encourage camaraderie and enjoyment as part of our organized rides.

3. INTERPRETATION

3.1 Definitions - In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Board" means the Board of Directors of the Corporation;

"Corporation" means the Bartali Cycling Club;

"Director" means a member of the Board;

"Member" means an individual who holds a regular membership or an honorary membership, and may include a Director;

"member in good standing" means a person who is a Member of the Corporation who is not in arrears with regard to fees, fines, levies or subject to a Corporation sanction; and

"Person" shall include individuals, bodies corporate, partnerships, syndicates, trusts, unincorporated organizations and any number of aggregate of person;

3.2 Rules - In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- (a) Words importing the singular include the plural and *vice versa*; and
- (b) Words importing gender include the masculine, feminine and neuter genders.

4. AFFILIATION

4.1 Affiliations – The Corporation shall be registered as a not-for-profit non-share corporation with limited liability with the Government of Ontario. The Corporation shall also be registered with the Ontario Cycling Association (OCA), and through this affiliation, with Cycling Canada (CC).

4.2 New Affiliations – The Corporation may affiliate with any other cycling organization if this is proposed by the Board, provided that it is beneficial to all members, or a significant number of members, or becomes a requirement of either of the Government of Ontario or the OCA, or if it is approved by a simple majority at the Annual General Meeting. Any new affiliation must not interfere with the obligations of affiliation with the Government of Ontario, nor the OCA.

4.3 Members Joining Other Bodies – Members may join other bodies without restriction provided that this is not precluded by either of the OCA or CC. Members joining other clubs must clearly inform all concerned clubs and must designate one as their first club, for whom they will participate in OCA events.

5. MEMBERSHIP

5.1 Membership – The membership of the Corporation shall consist of the incorporation applicants and such other Persons as are admitted as Members by the Board. Each Member shall be promptly informed by the Secretary of his admission as a Member.

There are the following classes of membership in the Corporation, namely:

- (a) Regular members:
 - i. Regular members are those who have met their responsibilities to the Corporation by payment of dues and fees; and
- (b) Honorary members:
 - i. Honorary members are those Persons on whom the Board bestows membership in recognition of services rendered to the Corporation. The Duration shall be no more than two (2) years but can be renewed by the Board. Honorary members pay no annual dues.

All members must be OCA permit holders in good standing.

5.2 Fees – The Board may, from time to time, fix dues and/or fees payable by Members.

5.3 Expulsion – The Board may revoke or decline to renew the membership for any Member who violates any of the club rules; or who otherwise behaves in a club event, website forum or social media in a manner which seriously compromises the safety and/or enjoyment of the other participants; or who otherwise behaves in a manner which seriously compromises the Corporation's aims and philosophy as outlined in the Objectives Section.

If a Member is subject to disciplinary action from any of the governing bodies of the sport, the Corporation shall honour such disciplinary action.

5.4 Resignation – Any Member may resign by submitting his written resignation to the

Secretary of the Corporation and it shall become effective upon its acceptance by the Board.

5.5 The Expulsion for Non-Payment of Fees – The Secretary shall notify Members of the dues or fees at any time payable by them. If any are not paid within thirty (30) days of the date of such notice, the Members in default shall therefore automatically cease to be Members of the Corporation. Any such Member may on payment of unpaid dues or fees be reinstated.

5.6 Cessation of Membership – Any Member who shall resign or be expelled as a Member of the Corporation shall immediately return to the Corporation all books or other property of the Corporation which he may have in his possession, and he shall remain liable for the payment of all monies due from him at the date of his resignation or expulsion from membership.

5.7 Member in Good Standing – Only a Member in good standing shall be entitled to stand for election as a Director of the Corporation or to vote at any annual or general meeting of Members.

6. ADMINISTRATION

6.1 Head Office – The head office of the Corporation shall be located in the City of Toronto in the Province of Ontario, and at such place therein as the Board may from time to time by resolution decide.

6.2 Corporate Seal – The seal, an impression whereof is stamped at the end of this by-law, shall be the corporate seal of the Corporation.

6.3 Minutes of the Meeting – Minutes shall be kept of all meetings of the Board, and annual and general meetings of the membership. All minutes shall be approved with or without amendment and signed by the chairman and secretary of the meeting and shall constitute the record of the Corporation's proceedings and shall be admissible in evidence as prima facie proof of the proceedings.

6.4 Execution of Documents – Contracts, documents or any other instruments in writing requiring the signature of the Corporation shall be signed by any two signing officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The Board shall have the power by resolution to appoint any officer on behalf of the Corporation to sign specific contracts, documents, and/or instruments in writing in view of this being signed by any two signing officers as aforesaid. Such contracts, documents, or instruments shall have the prior approval of the Board. The corporate seal may be affixed to such contracts, documents and other instruments in writing which have been signed by any two signing officers as aforesaid or by any officer or any person appointed as aforesaid by resolution of the Board.

7. FUNCTIONS OF THE BOARD

7.1 Functions of the Board – The Board shall:

- (a) establish the overall mission or purpose of the club;
- (b) determine the club's vision and direction (strategic planning);
- (c) monitor the club's operations and evaluate results;
- (d) determine registration procedures and membership fees;
- (e) approve policies and procedures, including those related to discipline and disputes, to guide the club and its management;
- (f) approve the budget, and secure and monitor effective management of the club's financial resources;
- (g) provide continuity to the ongoing governance and management of the club;
- (h) contract loans, as necessary, to the credit of the club;
- (i) fulfill the basic legal and ethical responsibilities of a Board;
- (j) delegate its responsibilities to committees, volunteers, and hired staff or contractors, as required; and
- (k) discharge any other duties as may be provided for herein.

8. DIRECTORS

8.1 **Management** – The affairs of the Corporation shall be managed by a Board comprised of a minimum of three (3) and a maximum of seven (7) directors which may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws of the Corporation, or by statute expressly directed or required to be done by the Corporation at meetings of its Members. Notwithstanding any vacancy or vacancies in the Board, the remaining directors may exercise all the powers of the Board so long as the quorum of the Board remains in office.

In the event that the number of elected Directors is less than three (3), then the remaining Directors shall immediately call a General Meeting of Members. In the interim, the remaining Directors shall not engage in any new business on behalf of the Corporation, but may carry out existing

commitments such as the payment of previously contracted services and fees.

8.2 Quorum – Three (3) Directors shall be deemed a quorum for the transaction of business.

8.3 Qualifications – Each Director shall be eighteen or more years of age at the time of his election or within ten (10) days thereafter and throughout his term of office and shall be a Member in good standing of the Corporation. No director shall be an employee of the Corporation.

8.4 Term – Each Director shall be elected to hold office until the second Annual General Meeting after he shall have been elected, or until his successor shall have been duly elected and qualified.

8.5 Re-election – One-half of the Board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The term of office of President, Treasurer, Special Tours, Webmaster, Membership Director and one Director-at-Large shall commence and terminate on the date of the Annual General Meeting in even numbered years. The office of Vice-President, Secretary, Tours, Communications Director, Safety and Education Director and one Director-at-Large shall commence and terminate on the date of the Annual General Meeting in odd numbered years. Provided that a director may hold more than one of the foregoing positions at any one time.

8.6 Vacation of Office – This matter is regulated by the *Business Corporations Act*, 1990 (Ontario) and is included here for information purposes only. The office of a Director shall forthwith be vacated:

- (a) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent;
- (b) if he is found to be a mentally incompetent person or a person mentally incapable of managing his own affairs;
- (c) if, by notice in writing to the Corporation, he resigns his office;
- (d) if, at a general meeting of Members a resolution is passed by at least three quarters of the Members present and voting at the meeting that he be removed from office; or
- (e) if he ceases to be a Member of the Corporation.

8.7 Vacancies – Vacancies on the Board, however caused, may, so long as a quorum of directors remains in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting of the Members at which the Directors for the ensuing year are elected; but if there is not a quorum of directors, the remaining Directors shall forthwith call a meeting of the

members to fill the vacancy or vacancies to the number of the authorized increase shall thereby be deemed to have occurred, which may be filled in the manner above provided.

8.8 Place of Meeting – Meetings of the Board may be held wither at the head office or elsewhere within Ontario as determined by the Board, from time to time.

8.9 Calling of Board Meetings and Notice – The President or any two Directors may convene a meeting of the Board at any time. Notice of such meetings shall be given in accordance with paragraph 13.1 to each Director not less than seven (7) days before the meeting is to take place. No formal notice shall be necessary if all Directors are present at the meeting or those absent signify their consent in writing to the meeting being held in their absence.

No notice is required for a meeting of the Board immediately after an annual meeting of Members, nor to a new Director for a meeting of the Board at which he is appointed.

8.10 Chairmanship of Board Meetings – The President, or in his absence the Vice-President, shall be the chairman of any meeting of the Board. If no such officer is present, the Directors shall choose one of their number to be chairman.

8.11 Voting – Questions arising at any meeting of the Board shall be decided by a majority of votes of those present. In the case of an equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second deciding vote.

8.12 Remuneration and Expenses – The Directors shall serve without remuneration but any Director who is engaged or is a member of a firm which is engaged in any business or profession may be paid the usual professional fees and charges for any professional service which is rendered on behalf of the Corporation in connection with the administration of the affairs of the Corporation. This includes the carrying on of undertakings and reasonable expenses incurred by the Director in the performance of his duties, which must be paid out of the funds of the Corporation.

8.13 Conflict of Interest

- (a) Every Director of the Corporation who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party, other than a contract or transaction in which his interest is limited solely to his remuneration as an officer, shall declare his interest in such contract or transaction at a meeting of the Directors of the Corporation and shall at that time disclose the nature and extent of such interest including, as to any contract or transaction involving the purchase and sale of assets by or to the Corporation, the cost of the assets to the purchaser and the cost thereof to the seller, if acquired by the seller within five (5) years before the date of the contract or transaction is within his knowledge or control or transaction be counted in the quorum.

- (b) Clause (a) does not require the disclosure of any interest in any contract or transaction

unless the interest and the contract or transaction are both material.

- (c) The declaration required by paragraph 8.13 shall be made at the meeting of the Directors at which the proposed contract or transaction is first considered, or if the Director is not at the date of the meeting interested in the proposed contract or transaction, at the next meeting of the Directors held after he becomes so interested, or if the Director becomes interested in a contract or transaction after it is entered into, at the first meeting of the Directors held after he becomes so interested, or if a contract or a proposed contract or transaction is one that in the ordinary course of the Corporation's business would not require approval by the Directors, at the first meeting of the Directors held after the Director becomes aware of it.
- (d) If a Director has made a declaration and disclosure of his interest in a contract or transaction in compliance with paragraph 8.13 and has not voted in respect of the contract or transaction at the meeting of the directors of the Corporation, the Director, if he was acting honestly and in good faith at the time the contract or transaction was entered into, is not, by reason only of his holding the office of Director, accountable to the Corporation for any profit or gain realized from the contract or transaction, and the contract or transaction, if it was in the best interest of the Corporation at the time the contract or transaction was entered into, is not voidable by reason only of the Director's interest therein.
- (e) For the purposes of this paragraph 8.13, a general notice to the director by a Director, and duly recorded declaring that he is a Director or officer, or has a material interest in the person that is a party to a contract or transaction, or proposed contract or transaction with the Corporation is a sufficient declaration of interest in relation to any contracts or transactions so made.

9. OFFICERS

9.1 General – The officers of the Corporation shall be a President and Secretary and may be a Vice-President, Treasurer, and any other officers as the Board may by resolution decide. All officers must be Members of the Corporation.

9.2 Election and Appointment – The Members shall elect a slate of candidates at the Annual General Meeting who have a specific office ambition. The successful candidates for officer positions become the Board.

9.3 Removal – All officers of the Corporation, in the absence of agreement to the contrary, shall be subject to removal by resolution and ratification by sixty-seven (67%) percent of the Directors of the Board at any time.

9.4 Term of Office – Subject to the provisions of paragraph 9.3, the officers of the Corporation shall hold office for two (2) years or until their successors are elected or appointed in their stead.

9.5 Vacancies – If any office becomes vacant, the Board may fill such vacancy from among the qualified Members of the Corporation.

9.6 Appointment of Agents and Employees and/or the Executive Director – The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such Person shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

9.7 Power and Duties – All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned to them by the Board.

9.8 Delegation of Powers and Duties – In the case of the absence or inability to act as the President, the Vice-President, the Secretary, the Treasurer or the Executive Director or any other officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers and duties of such officer to any officer who is also a director or to any director for the time being.

9.9 Remuneration – The remuneration of all agents and employees shall be fixed by the Board by resolution.

9.10 Duties of President – The President shall, subject to the authority of the Board, be the chief executive officer of the Corporation and shall be charged with the general supervision of the affairs and operation of the Corporation. He shall, when present, preside at all meetings of the Board, executive committee and members. He shall also be an ex officio member of all standing committees of the Corporation. He shall sign all instruments which require his signature, perform all duties incident to his office and have such additional powers and duties as may be prescribed by the Board.

9.11 Duties of Vice-President – In the absence of the President, his duties shall be performed and his powers shall be exercised by the Vice-President. He shall sign all instruments which require his signature, perform all duties incident to his office and have such additional powers and duties as may be prescribed by the Board. He shall also be charged with long term planning for the Corporation.

9.12 Duties of Secretary – The Secretary shall be responsible for recording the minutes of all board meetings and general membership meetings. He shall give all notices required to be given to the Directors, Members, auditors and committees of the Board. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and

other documents belonging to the Corporation except when some other officer or agent has been appointed for that purpose. He shall sign all instruments which require his signature, perform all duties incident to this office and have such additional powers and duties as may be prescribed by the Board.

9.13 Duties of Treasurer – The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such other depository or depositories as the Board may direct. He shall keep or cause to be kept proper accounting records for the Corporation. He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the Board at meetings thereof or whenever required of him by any director, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall sign all instruments which require his signature, perform all duties incident to his office and have such additional powers and duties as may be prescribed by the Board.

9.14 Duties of Other Officers – The duties of all officers of the Corporation shall be such as the terms of the engagement call for, or the Board of Directors requires of them.

10. PROTECTION OF DIRECTORS AND OFFICERS

10.1 Protection of Directors and Officers – No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any of the monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, conversion, mis-application or mis-appropriation of or any damage resulting from any dealing with any monies, securities or other assets belonging to the Corporation, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of this respective office or trust, or in relation thereto unless the same shall happen by or through his own dishonesty or wilful neglect or default.

10.2 Indemnification – The Corporation hereby acknowledges and agrees that each and every Director and officer of the Corporation shall be deemed to have assumed his office or employment on the express understanding, agreement and condition that except as hereinafter provided, he and his heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Corporation against:

- (a) any liability and all costs, charges and expenses whatsoever that he sustains or incurs in respect of any action, suit or proceeding that is proposed, brought, commenced or

prosecuted against him for or in respect of anything done or permitted by him in respect of the execution or the duties or his office; and

- (b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation, except such liability, costs, charges or expenses as are occasioned by his own dishonesty, wilful neglect or default.

10.3 Liability Insurance – The Corporation may purchase and maintain insurance for the benefit of a Director or officer thereof, except insurance against a liability, cost, charge or expense of the Director or officer incurred as a result of his own dishonesty, wilful neglect or default.

10.4 Irregularities in Procedure – No act or proceeding of any Director, officer or the Board shall be valid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director, officer or the Board.

10.5 Directors and Officers Entitled to Rely on Reports or Others – The Board, any Director and any officer may rely upon the accuracy of any statement or report prepared by the Corporation's auditor and any other report prepared by a qualified person and shall not be responsible or held liable for any loss or damage resulting from acting upon any such statement or report.

11. FINANCES

11.1 Fiscal Year – Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st of December in each year.

11.2 Auditor – The Members shall at each Annual General Meeting appoint an auditor to hold office until the next Annual General Meeting, and, if an appointment is not so made, the auditor in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor. The remuneration as such auditor shall be fixed by the Board. Notice of the appointment of an auditor shall be given to him forthwith after the appointment is made.

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

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

11.5 Borrowing – The Board may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

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

11.6 Investments – Such monies of the Corporation not required for its immediate purposes may be invested and dealt with from time to time by the Board in such investments and in such manner as it thinks fit.

12. MEETINGS OF MEMBERS

12.1 Annual General Meeting – The Annual General Meeting of the members shall be held at such time and on such date in each year as the Board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by statute to be read at and laid before the Corporation at an annual general meeting, electing Directors, appointing the auditor and fixing or authorizing the Board to fix his remuneration, and for the transaction of such other business as may properly be brought before the meeting.

12.2 General Meeting – The Board or the Chairman shall have power at any time to call a general meeting of the Members of the Corporation for the transaction of any business, the general

nature of which is specified in the notice calling the meeting, to be held at such time and at such place within Toronto as determined by the Board of Directors. Members are entitled to call a Members' meeting if no fewer than fifteen (15%) percent of Members in good standing present to the Board a signed request for such a meeting.

12.3 Notice of Members' Meeting – Notice of Members' meeting shall be given in accordance with paragraph 13.1 to each Member not less than twenty-one (21) days before the meeting is to take place. No formal notice shall be necessary if all Members are present at the meeting or those absent waive notice or signify their consent in writing to the meeting being held in their absence.

12.4 Quorum – A quorum for the transaction of business at any Members' meeting shall consist of not less than fifteen (15%) percent of the Members in good standing who are present in person and if within half an hour after the time appointed for the meeting a quorum is not present, the meeting shall be dissolved.

12.5 Voting of Members – Each Member in good standing of the Corporation shall at the annual and general meetings be entitled to one vote. No Member shall be entitled to vote at any meeting unless he has paid all dues or fees, if any, then payable by him. At all meetings, every question shall be decided by a majority of the votes of the Members present in person unless otherwise required by the By-Laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by a Member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration from the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be prima facie proof of the fact without proof of the number of votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person, and such poll shall be taken in such manner as the Chairman of the meeting shall direct and the result of such poll shall be deemed the decision of the meeting upon the matter in question. In case of an equality of votes at any meeting, whether upon a show of hands or at a poll, the motion shall be deemed to have been defeated and no one shall have a second or deciding vote. Proxy voting will be allowed at Annual General Meetings. Proxies shall generally be vested in the President.

13. NOTICES

13.1 Methods of Giving Notice – Whenever under the provisions of the By-Laws of the Corporation, notice is required to be given, such notice may be given either personally or by prepaid first-class mail, or email addressed to the Director, officer, Member or other person at his address. Any official communications of the Corporation, circulated generally or specifically to the members may be deemed by the Directors to constitute prepared mail provided that all their provisions as to time are met when same is used for notice. A notice or other document so sent by mail shall be held to be sent at the time when the same was deposited in a post office or public

letter-box, or emailed, as the case may be the purpose of sending any notice, the address of any Director, officer, Member or other person shall be his last address as recorded on the books of the Corporation. The statutory declaration, of the Secretary or Chairman that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

13.2 Computation of Time – In computing the date when notice must be given under any provisions requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included. In making such computations, all Sundays, statutory holidays and other holidays shall be disregarded and treated as if they were regular week days.

13.3 Omissions and Errors – The accidental omission to give any notice to any Director, officer, Member or other person 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 funded thereon.

13.4 Waiver of Notice – Any Directors, officer or Member of a standing committee, may waive any notice required to be given to him under any provision of any by-law or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

14. MISCELLANEOUS

14.1 Adjournments – Any meeting of Members or of the Board or of any committee may be adjourned to any time and from time to time and such business may be transacted as such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any adjournment. Except in the case of meetings of Members, such adjournment may be made notwithstanding that no quorum is present.

14.2 Written Consents to By-Laws and Resolutions by Directors and Members – Any by-law or resolution consented to at any time during the Corporation's first year of existence by the signatures of two-thirds of the Directors is as valid and effective as if passed at a meeting of the Directors or Members duly called, constituted and held for that purpose.

14.3 Amendments of By-Laws – The By-Laws of the Corporation may be repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of a majority of the votes cast at a meeting of members duly called for the purpose of considering the said by-law or sanctioned by confirmation in writing by all of the members entitled to vote at such meeting.


14.4 Register – The Corporation shall maintain a register of Members of the Corporation and standing committee members showing their last known address.

14.5 Donations and Gifts – The Board may accept grants, donations and gifts in the name of the Corporation and its Members. Proper acknowledgement and recording of these grants, donations and gifts shall be the responsibility of the Treasurer. Grants, donations and gifts to the Corporation shall not be divided amongst the Corporation's Members or committees within the Corporation.

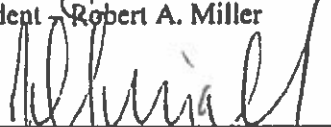
14.6 Effective Date - This by-law shall come into force when enacted by the Board.

ENACTED AND PASSED this 22nd day of March, 2017.

WITNESS the Corporate Seal of the Corporation.



President – Robert A. Miller



Secretary – David Spiegel