

Canadian Association for Photographic Art By-Laws

By-law No. 1

A bylaw relating generally to the conduct of the affairs of the

**CANADIAN ASSOCIATION FOR PHOTOGRAPHIC ART – L’ASSOCIATION CANADIENNE
D’ART PHOTOGRAPHIQUE**

BE IT ENACTED as a by-law of the Corporation as follows:

Section 1 – General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, 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. “association” refers to the Canadian Association for Photographic Art;
- c. “articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d. “board” consist of the elected and appointed Directors of the Corporation;
- e. “by-law” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- f. “corporation” shall be known as the Canadian Association for Photographic Art;
- g. “Director” means a member of the board
- h. “member” is an individual or organization member whose membership in the Corporation is in good standing;
- i. “meeting of members” includes an annual meeting of members or a special meeting of members;

Canadian Association for Photographic Art By-Laws

- j. “ordinary resolution” means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- k. “proposal” means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- l. “special resolution” means a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law and all other by-laws of the Corporation, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organizations such as clubs, groups, etc.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

The wording of the Corporation’s Articles of Incorporation/Continuance prevail over any conflicts or differences in wording or interpretation arising from this and any other by-law of the Board.

1.03 Invalidity of any provisions 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.

1.04 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by two (2) of its Officers or Directors, and such signing(s) are subject to policies and procedures which the board may from time to time direct which documents and which Directors and the manner in which Directors or staff shall execute a particular document or type of document.

Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Canadian Association for Photographic Art By-Laws

Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year End

The financial year end of the Corporation shall be determined by the board.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board 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 Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

The Corporation shall make available to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

Section 2 – Membership Matters Requiring Special Resolution

2.01 General

Subject to the articles, there shall be one class of members in the Corporation. Membership shall be available to individuals and families, to photographic clubs and other such photographic groups, and to other organizations such as, but not limited to, camera councils, libraries, educational institutions, scientific societies, cultural groups, not-for-profit and private sector organizations, who having activities and interests consistent with those of this Corporation are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board, or who have been granted membership by the Board, and have paid the respective dues as prescribed by the Board.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

As set out in the articles, each member shall be entitled to one (1) vote at such meetings.

Canadian Association for Photographic Art By-Laws

2.02 Changes in Membership Class.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws of the Corporation if those amendments affect membership rights and/or conditions as described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

2.03 Notice of Members Meeting.

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 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.
- (b) If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Section 3 – Membership Dues Termination and Discipline

3.01 Membership Dues.

As set out in Section 2.1 above the Board shall set the membership annual dues.

Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within one (1) calendar month of the membership renewal date, the members shall be in default and shall automatically cease to be members of the Corporation.

3.02 Termination of Membership.

A membership in the Corporation is terminated when:

- (a) the individual member dies, or, in the case of a member that is an organization when that corporation, club, group, council, etc. is dissolved;
- (b) a member fails to maintain any qualifications for membership described in Section 3.1 of these by-laws;

Canadian Association for Photographic Art By-Laws

- (c) the member resigns by delivering a written resignation to the Corporation's President, or board Chair, or board Secretary or such other Director or staff person as the Board may designate, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 4.3 below or is otherwise terminated in accordance with the articles or by-laws;
- (e) the member's term of membership expires; or
- (f) the Corporation 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 Corporation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership, the President, or such other Officer as may be designated by the board, shall provide twenty (20) days written 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 board, in response to the notice received within such twenty (20) day period.

If no written submissions are received by the President, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.

Canadian Association for Photographic Art By-Laws

If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions.

The board's decision shall be final and binding on the member, without any further right of appeal.

Section 4 – Meetings of Corporation Members

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Voting at Members Meeting

Each member in good standing shall have one vote at the members meeting.

Attendance at the meeting may be a physical presence or by electronic or virtual means which permits all participants to communication adequately and for each resolution registered their "in favour" or "opposed" or "abstaining" or "no vote."

For a member who is unable to attend the members meeting, they may delegate their votes to be cast on their behalf by a proxy to another member who will physically or electronically be attending the members' meeting.

A copy of the proxy must be forwarded to the Secretary prior to the commencement of the members meeting.

4.03 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy or by mailed-in ballot, as prescribed by the Board in a manner that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and

Canadian Association for Photographic Art By-Laws

- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Pursuant to bylaw section 4.3.1, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, 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 requirements for proxies set out in the Act.

4.04 Chair of the Members Meeting.

In the event that the President of the board and the 1st Vice-President of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.05 Quorum

A quorum at any meeting of the members unless a greater number of members are required to be present by the Act shall be 20 members entitled to vote at the meeting. 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.

4.06 Votes to Govern.

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Section 5 – Election, Appointment and Term of Corporation Officers and Other Directors

5.01 General.

The Board shall prescribe rules and regulations governing national elections of this Corporation in accordance with democratic principles and in compliance with the Act, fix the

Canadian Association for Photographic Art By-Laws

date thereof, appoint the nominating Committee provided herein, and, in case of contest or protests, render final decisions.

5.02 Year of Elections.

To assure continuity in operation, the Officers and Directors shall be elected or appointed as set out in the Corporation procedures.

5.03 Nominating Committee.

A nominating Committee, consisting of an odd number of members, being not less than three (3), shall be created by the Board in its first meeting in each year to serve until the closure of the next Annual General Meeting of members.

The nominating Committee shall be appointed by the Board, and shall elect its own Chair. The majority of the members of the committee must be Corporation members who are not Directors on the appointing Board.

5.04 Uncontested Offices

In cases of uncontested offices, the Secretary of the Corporation shall cast the ballot of the entire Corporation for such nominees, and they shall be declared elected.

No election by ballot need be held if there is only one nominee for each position.

5.05 Installation.

Officers and Directors of the Corporation shall assume the duties of their offices at the first meeting of the Board subsequent to their election.

5.06 Resignation.

Any Director may resign at any time by giving written notice to the President.

5.07 Vacancy in Office of Director.

A vacancy on the Board can arise for a variety of reasons, including:

- (a) a resignation
- (b) the removal of a Director by the members

Canadian Association for Photographic Art By-Laws

- (c) an increase in the number, or in the minimum or maximum number, of Directors provided for in the articles or
- (d) members not electing, from among the candidates, the number of Directors or the minimum of Directors required by the articles, or
- (e) because a candidate for election or individual duly elected:
 - (i) subsequently did not consent to act as a Director
 - (ii) was found did not meet the qualifications
 - (iii) was incapable of serving as a Director
 - (iv) declared personal bankruptcy, or
 - (v) died.

5.08 Interim Director

The President, with the approval of the Board, shall appoint an interim Director to fill the vacancy for the unexpired term of a Director.

Section 6 – Directors

6.01 General

Directors must be elected by the membership and be in good standing in the Corporation, be at least 18 years of age and does not have the status of bankrupt.

The Board may exercise all such powers as do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Corporation.

6.02 Voting Rights of Director

All Officers or Directors appointed to more than one area of responsibility will have only one vote on the Board.

All Officers and Directors of the Corporation must be members of the Association.

6.03 Remuneration

No Director of the Board, nor any member of a Corporation committee, shall receive cash remuneration. At the discretion of the board, a Director or committee member may be granted an allowance to meet travel expenses and incidental expenses incurred while conducting the Corporation's official business.

Canadian Association for Photographic Art By-Laws

6.04 Description of Directors.

The Board shall consist of 13 to 17 elected or appointed Director positions.

The Board may exercise all such powers as do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Corporation.

All Officers and Directors of the Corporation must be members of the Corporation.

6.05 Officers:

- (a) **President of the Association and Chair of the Board** – The President shall be responsible for overseeing the implementation of the strategic plans and policies of the Corporation.

The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. As Chair of the Board they will preside at all meetings of the board of Directors and of the Corporation members.

The President shall have such other duties and powers as the board may specify.

- (b) **1st Vice-President** - If the President is absent or is unable or refuses to act, the 1st Vice-President, when present, shall preside at meetings of the Board and of the Corporation members.

The 1st Vice-President shall have such other duties and powers as the Board may specify.

- (c) **2nd Vice-President** – If deemed warranted from time to time a 2nd Vice-President position may be created by the Board, to have such duties and powers as the Board may specify.

The position can also be abolished by the board from time to time as it deems warranted by the Corporation.

- (d) **Secretary** – the secretary shall be a Director and be the secretary of all meetings of the Board, Corporation members and committees of the Board.

The secretary shall enter or cause to be entered in the Corporation'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; or such other officer or employee as designated by the

Canadian Association for Photographic Art By-Laws

Secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (e) **Treasurer** – shall be a Director and shall have such powers and duties as the board may specify. In general, the Treasurer shall keep, or cause to be kept, proper accounting records as required by the Act.

The treasurer shall deposit, or cause to be deposited, all monies received by the Association in the Corporation's bank account; the Treasurer shall, under the direction of the Board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation; and the Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

6.06 Program Directors

The Board may designate from time-to-time such areas of major program and service responsibilities as it deems necessary and may have Program Directors responsible respectively to manage such areas pursuant to delegated authorities from the Board.

Without prescribing or limiting the Board's decision on such areas of major program and service responsibilities, it may wish to consider the following:

- (a) **Director of Communications** – manages all aspects of digital and published communications.
- (b) **Director of Competitions** - manages all aspects of Corporation competitions.
- (c) **Director of Membership** – manages all aspects of Corporation memberships.
- (d) **Director of Education** – manages of aspects of Corporation education programs.
- (e) **Director of Photographic Imaging** – researches and develops photographic imaging documents on various topics in photography.
- (f) **Director of the Judging Program** – manages the training and the certification process of Corporation judges, monitors that these judges are maintaining the Corporation's judging standards and exercising appropriate judging skills and techniques, and reviews the judging of Corporation competitions.

6.07 Zone Directors

Canadian Association for Photographic Art By-Laws

The Board may designate from time-to-time geographic areas as 'zones' for the Corporation's members and the delivery of the Corporation's major programs and services responsibilities, as it deems necessary, and may have Zone Directors responsible respectively to manage such zones pursuant to delegated authorities from the Board.

Zones: Without prescribing or limiting the Board's decision on such geographic areas, it may wish to consider the following:

- (a) **Atlantic Zone:** New Brunswick, Newfoundland & Labrador, Nova Scotia;
- (b) **Ontario Zone:** Ontario and Nunavut;
- (c) **Pacific Zone:** British Columbia & Yukon;
- (d) **Prairie Zone:** Alberta, Manitoba, Saskatchewan & Northwest Territories;
- (e) **Quebec Zone:** Quebec.

6.08 Roles and Responsibilities

Each Zone Director shall represent the Corporation individual, family and club members in their respective zone.

Zone Directors shall make themselves available as the first contact between members, clubs and the Corporation in their zone.

Zone Directors may designate areas of their Zone to be districts and may appoint District Representations of the Zone to assist them in their Corporation roles and responsibilities in those areas.

6.09 Immediate Past-President

The Board shall appoint the immediate past-President as a Director on the Board and permit them to vote on matters brought before the Board.

The role of the immediate past-President will be to provide advice and assistance to the Board, and may have such other duties as the Board may specify.

6.10 Powers and Duties

The above powers and duties of all Officers and other Directors of the Corporation shall be such as the terms of their engagement call for or the board requires of them.

Canadian Association for Photographic Art By-Laws

The board may, from time to time and subject to the Act, articles, or bylaws vary, add to, or limit the powers and duties of any officer or other Director.

6.11 Assets

All the assets of the Corporation shall be subject to the control by the Board.

6.12 Policies and Procedures

All policies of the Corporation and related procedures contained are subject to the final approval and ongoing oversight of the Board.

6.13 Meeting of Directors

Meetings of the board may be called by the chair of the board, the 1st Vice-President, or any two (2) Directors at any time.

Notice of the time and place for the holding of a meeting of the board shall be given to every Director of the Corporation not less than 7 days before the time when the meeting is to be held by one of the following methods):

- (a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- (b) mailed by prepaid ordinary mail to the Director's address as set out in;
- (c) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Canadian Association for Photographic Art By-Laws

Board Meetings: The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

A copy of any resolution of the board fixing the place and time of meetings of the board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.14 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.15 Committees

The board 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 board shall see fit.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of Directors.

6.16 Vacancy in Office

The board may remove, whether for cause or without cause, any officer of the Corporation. 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 Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Section 7 – Indemnities For Directors And Others

Canadian Association for Photographic Art By-Laws

7.01 Indemnification.

Subject to the Act, the Corporation shall indemnify an Officer or other Director, a former Director or Officer, or a person who acts or acted at the Association's request in a capacity in or for one of its committees, against all costs, charges and expenses, including an amount paid to settle action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation, if such individual

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

7.02 Indemnify. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits 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.

Section 8 – Dispute Resolution

8.01 Mediation and Arbitration

Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2 of this by-law.

8.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

Canadian Association for Photographic Art By-Laws

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute.
- (d) The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind.

The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- (e) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy.

All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

Section 10 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation 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 11 – By-laws and Effective Date

11.01 Amendment to the By-laws

Canadian Association for Photographic Art By-Laws

Subject to the articles, the board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation.

Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution.

If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed.

The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

11.02 Effective Date

This By-law shall come into force on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act* and is passed by the Members in a vote as required by the Act and the Corporation's Articles.

These By-laws, as enacted by the Directors of the Corporation with a resolution and majority vote by the Board on March 13, 2023 are hereby confirmed as of _____

This update has therefore been affirmed with the following signatures:

- | | | |
|----------|---------------------|-------|
| 1. Name: | Position: President | Date: |
| 2. Name: | Position: Secretary | Date: |
| 3. Name: | Position: Treasurer | Date: |