

**BY-LAW NO. 1**

A By-Law Relating Generally to the Transaction of the Affairs of

**GYMNASTICS ENERGY TRAINING CENTRE INC.**

(the “Corporation”)

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

**SECTION I      GENERAL**

**L01 Definitions**

- (a) “Act” means the *Corporations Act* (Ontario) until such time as the *Not-for-Profit Corporations Act, 2010* (Ontario) is proclaimed into force, at which time “Act” shall mean the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where context requires, includes the regulations made under it as amended or re-enacted from time to time;
- (b) “Annual Meeting” shall mean the annual meeting of the Members of the Corporation called in accordance with the Act.
- (c) “Board” means the board of directors of the Corporation;
- (d) “By-laws” means this by-law (including any schedules) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (e) “Chair” means the President of the Corporation or such other person as may be chosen to act as the Chair in accordance with the by-laws;
- (f) “Director” means an individual occupying the position of director of the Corporation who has been elected in accordance with these by-laws or is otherwise a director by virtue of their office in accordance with the Act or these by-laws;
- (g) “Gymnastics Canada” means the national governing body for gymnastics being the Canadian Gymnastics Federation, or its successor;
- (h) “Gymnastics Ontario” means the governing body for gymnastics in the Province of Ontario being the Ontario Gymnastics Federation, or its successor;
- (i) “Letters Patent” means the letters patent issued November 10, 1988, as amended.
- (j) “Meeting” means a meeting of the Board, or a meeting of the Members held in accordance with the Act and the By-laws;
- (k) “Member” means a member of the Corporation as more particularly defined herein;
- (l) “Members” means the collective membership of the Corporation;

- (m) “Officer” means an officer of the Corporation, as more particularly set out in SECTION VI;
- (n) “Ordinary Resolution” means a resolution passed by a majority of the votes cast at a Meeting.
- (o) “Special Resolution” means a resolution passed by at least two-thirds of the votes cast at a Meeting.
- (p) “Special Meeting” means any Meeting of the Members, other than an Annual Meeting called in accordance with the Act or the By-laws.

## **I02 Interpretation**

Other than as specified in section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing gender include all genders.

## **I03 Head Office**

The head office of the Corporation shall be in the City of St. Catharines, in the Province of Ontario, at such place therein as the directors may from time to time determine.

## **I04 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 responsible for securing and/or delivering the corporate seal to the most senior staff member of the Corporation including but not limited to, the Executive Director, Office Manager, Bookkeeper or Head Coach.

## **I05 Execution of Documents**

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

## **SECTION II GOVERNANCE**

### **II01 Objects**

As set out in the Letters Patent, the objects of the Corporation are as follows:

1. to promote the physical fitness and general health of the community through the teaching of the sport of gymnastics;
2. to organize and participate in gymnastics competitions;

3. to provide for the technical training and advancement of coaches, judges and other officers and officials involved with the sport of gymnastics; and
4. to promote the sport of gymnastics within the general community.

## **II.02 Compliance**

- (a) The affairs of the Corporation shall be managed in accordance with the objects, By-laws, rules, policies and regulations of the Corporation, and the by-laws, rules, policies and regulations of Gymnastics Ontario and Gymnastics Canada to which the Corporation is subject.

## **SECTION III FINANCIAL**

### **III.01 Banking**

- (a) The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) All cheques, bills of exchange or other orders for the payment of money, and notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation as may be determined by Ordinary Resolution of the Board from time to time.

### **III.02 Financial Year**

The Financial Year of the Corporation shall end on the 31st day of August in each year, unless otherwise determined by Ordinary Resolution of the Board.

## **SECTION IV. DIRECTORS**

### **IV.01 General**

The affairs of the Corporation shall be managed by a board of directors. All Directors shall be Members of the Corporation as defined in Section VIII.01 i) in order to be considered for election and may not be members that are classified as employees of the Corporation. The Board shall manage and supervise the affairs of the Corporation in accordance with the Act, the letters patent, and the by-laws of the Corporation and all applicable rules, by-laws and regulations of Gymnastics Ontario and Gymnastics Canada.

### **IV.02 Board Policies**

The Board may pass, by Ordinary Resolution, policies, rules and procedures governing the duties, responsibilities and procedures for the management of the Corporation which shall be known as "Governance Policies." The Directors shall at all times abide by the terms of the Governance Policies. In the event of any conflict between the Act, letters patent, or by-laws and any Governance Policies, the provisions of the Act, the letters patent and By-Laws shall supersede the provisions of any Governance Policy.

#### **IV.03 Composition**

- (a) The Board shall be made of up of a minimum of five (5) and a maximum of seven (7) Directors or such other number as may be determined by a Special Resolution of the Members. At no time shall the number of required Directors be less than three (3). Additionally, the Executive Director shall be an ex-officio, non-voting, member of the Board.
- (b) The five (5) minimum Directors shall stand for election at the Annual General Meeting. The Board of Directors may appoint to the board, from time to time, up to two additional directors, who may or may not be Members of the Corporation, with a professional background in law, human resources, corporate communications, finance or other specialties as needed.
- (c) In addition to above, Members may choose to elect one (1) member representative from each of the competitive programs at the Annual General Meeting. If elected, these member representatives will serve as ex-officio non-voting members of the Board of Directors. Member representatives shall not be appointed as Officers of the Corporation. These member representatives will serve a one (1) year term and will stand for election at the Annual General Meeting.

#### **IV.04 Term**

- (a) Directors shall hold office for a term of two (2) years commencing on the date of election and concluding at the next Annual Meeting following the conclusion of such 2-year period. Directors may serve for a maximum of three (3) consecutive terms, provided that they are duly elected by the Members for subsequent terms.
- (b) Prior to taking office, all Directors shall sign a consent to act as Director which shall be maintained in the corporate records of the Corporation.
- (c) Notwithstanding the foregoing, the following exceptions shall apply to the generally applicable term limits for directors:
  - (i) The Chair may remain on the board for one year provided they fill the Officer position of Past Chair, despite having served three consecutive terms.
  - (ii) Where a Director is appointed to fill the unexpired portion of a term where a vacancy has occurred, the portion of this partial term will be considered to be in addition to the six-year term limit.
  - (iii) A Director may seek re-election following a period of one (1) year absent from the Board.

#### **IV.05 Nomination Process**

- (a) The Board shall, at least 60 days, but not more than 90 days prior to the Annual Meeting:
  - (i) Notify the Members in writing that nominations for election to the Board may be made in writing to the Chair at anytime prior to the 30<sup>th</sup> calendar day prior to the date set for the

Annual meeting; and

- (ii) Form a nominations committee made up of Directors to receive and review nominations from Members and to actively recruit and nominate eligible candidates for any vacancy on the Board.
- (b) Any two (2) Members of the Corporation, who are not a nominee being named, who are not in default in the payment of any fees owing to the Corporation, and who are otherwise in good standing, may nominate in writing one or more candidates for election to the Board by submitting such nomination in writing to the Chair or such other Director as may be appointed by the Board for such purpose.
- (c) Nominations may also be made by an Ordinary Resolution passed at a Meeting of the Board.
- (d) The Board shall provide the list of eligible candidates along with the notice of the annual meeting no less than ten (10) days prior to the date set for such meeting.

#### **IV.06 Vacancies**

The office of a Director shall be vacated immediately:

- (a) The Director ceases to be a Member of the Corporation;
- (b) If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (c) By Special Resolution of the Board, if the Director is found to have violated these by-laws, the Act, Governance Policy, or any by-laws, policies or regulations of Gymnastics Ontario or Gymnastics Canada following an investigation in accordance with any disciplinary procedures governing the Board.
- (d) If the Director has not attended at least fifty-percent (50%) of the Meetings of the Board in the immediately preceding four months without leave of the Chair, and the Board passes an Ordinary Resolution removing the Director;
- (e) If the Director dies, or becomes bankrupt;
- (f) If the Director has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
- (g) If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

#### **IV.07 Filling Vacancies**

- (a) A vacancy on the Board that occurs prior to the end of a Directors term, for any reason, may be filled by Ordinary Resolution of the Board, and any Director so appointed shall be eligible to stand for nomination at the next Annual Meeting.

- (b) In the event that the number of Directors falls below the minimum required by the Act, these By-laws, or a minimum number set by Special Resolution of the Members, the remaining Directors shall, by Ordinary Resolution, appoint as many Directors as may be required to meet such minimum number.
- (c) If the vacancy occurs as a result of the members removing a Director, the Members may fill the vacancy by ordinary resolution and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term, and shall be eligible to stand for nomination at the next Annual Meeting.

#### **IV.08 Committees**

- (a) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee.
- (b) All committees, including standing committees and ad-hoc committees shall be subject to terms of reference developed by the Board, and no committee shall make decisions which bind the Corporation without the express empowerment of the Board.
- (c) A committee may be dissolved at any time by Ordinary Resolution of the Board.
- (d) The Board shall appoint an Executive Director, who shall not be a Director, to manage the day to day operations of the Corporation in accordance with such job description or other rules and regulations which may be promulgated by the Board by Ordinary Resolution.

#### **IV.09 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - (i) considered reasonable by the Board;
  - (ii) approved by the Board for payment by resolution passed before such payment is made; and
  - (iii) in compliance with the conflict of interest provisions of the Act; and
- (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the

provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

## **SECTION V. MEETINGS OF DIRECTORS**

### **V.01 Calling of Meetings**

- (a) Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this by-law.
- (b) The Board may fix the place and time of regular Board Meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, no other notice shall be required for any such meetings.

### **V.02 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in SECTION X of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

### **V.03 Quorum**

Quorum required for the transaction of business at any Meeting of Directors shall be a majority of the Directors entitled to vote at such Meeting

### **V.04 Chair**

The President shall preside as Chair at Board Meetings. In the absence of the President, the Vice-President shall preside. In the absence of either of the aforementioned officers, the Directors shall select one of their number to act as Chair by Ordinary Resolution.

### **V.05 Voting**

Each Director has one vote, unless otherwise specified in these by-laws. Questions arising at any Board Meeting shall be decided by Ordinary Resolution, unless the Act or these By-Laws require a Special Resolution. The Chair shall not have a second or tie-breaking vote.

### **V.06 Participation by electronic means**

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **V.07 Conflict of Interest**

In addition to any Governance Policies regarding conflicts of interest, and any applicable common law or legislative duties, a Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by Section 41 of the Not-for-Profit Corporations Act (Ontario). Except as provided in that section no such Director shall attend any part of a Meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **SECTION VI OFFICERS**

### **VI.01 Officers**

- (a) The Board shall appoint from among the Directors the following Officers:

President/Chair

Vice-President

Secretary

Treasurer

other Officers as the board of directors may determine as necessary from time to time by Ordinary Resolution.

- (b) a Director may hold more than one office, save and except the office of President/chair.
- (c) The Officers of the corporation shall hold office for a period of one (1) year and shall be elected by the Board from among their number at the first Meeting of the Board after the annual general meeting and elections of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.
- (d) Any Officer shall cease to hold office upon Ordinary Resolution of the Board.

### **VI.02 Duties of the President/Chair**

The Chair/President shall preside, when present at all Meetings of the Board and all Meetings of the Members of the Corporation and shall sign all instruments that require his/her signature. The Chair shall set the plan and priorities for the fiscal year, set the meeting agendas, and serve as liaison between the Board and the Executive Director. With the authority delegated by the full Board the President shall represent and/or act on behalf of the Corporation. The Chair shall see to it that all resolutions of the Board are carried into effect or such other duties as may be required by law or as the Board may determine from time to time.

### **VI.03 Duties of the Vice-President**

The Vice President shall perform all duties of the President/Chair in case of absence of or delegation by the President or inability of the President to act. The Vice-President shall support the President and the Treasurer in the performance of his or her duties, and shall perform such other duties as the Board may determine from time to time.



#### **VI.04 Duties of the Secretary**

The Secretary shall be responsible for maintaining the minutes of the Meetings of the Corporation, and ensuring the Corporation's compliance with the law. The Secretary shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board to such person or persons as may be named therein, and shall perform such other duties as may from time to time be determined by the board of directors.

#### **VI.05 Duties of the Treasurer**

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the Board an account of all transactions as Treasurer, and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the board of directors.

### **SECTION VII PROTECTION OF DIRECTORS AND OFFICERS**

#### **VII.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or 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 tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

#### **VII.02 Indemnity**

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their

heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own fraud, wilful neglect or default or breach of fiduciary duty.

## **SECTION VIII. MEMBERS**

### **VIII.01 Members**

Members shall be entitled to receive notice of, attend and vote at all Meetings of the Members of the Corporation. Members shall be defined as:

- i. Individuals registered as participants in any current competitive season of the Corporation, or one (1) designated parent/guardian of such individual, if the individual is under 18 years of age; and
- ii. Coaches currently employed by the Corporation, who have received a remuneration/ wages within 30 days of any Meeting, provided such coach is at least 18 years of age.

### **VIII.02 Membership**

All Memberships in the Corporation shall be non-transferrable and shall terminate as follows:

- (a) The Member enrolls in gymnastics activities with another gymnastics club within the Regional Municipality of Niagara without the permission of the Board or ceases to be employed by the Corporation;
- (b) The Member voluntarily withdraws from participation in the Corporations' activities by confirming such withdraw in writing or by failing to attend scheduled practices or competitions without valid excuse;
- (c) At the end of each annual session, as defined by Gymnastics Ontario, for which the Member has paid the required fees and dues and has maintained their Membership in good standing as required by these by-laws, unless such Member has renewed their Membership for the following session.
- (d) The Member dies;
- (e) The Member is suspended in accordance with these by-laws, or is suspended by Gymnastics

Ontario or Gymnastics Canada; or

- (f) Otherwise in accordance with the Act.

### **VIII.03 Discipline of Members**

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Corporation's letters patent, any by-laws of the Corporation, or any rule, policy or regulation made widely known by the Board from time to time.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership, the Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

## **SECTION IX. Members Meetings**

### **IX.01 Annual Meeting**

The annual meeting shall be held on a day and at a place within the City of St. Catharines, fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

- (a) The business transacted at the annual meeting shall include:
  - (i) receipt of the agenda;
  - (ii) receipt of the minutes of the previous annual and subsequent special meetings (if any);
  - (iii) consideration of the financial statements;
  - (iv) report of the auditor or person who has been appointed to conduct a review engagement;
  - (v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
  - (vi) election of Directors; and
  - (vii) such other or special business as may be set out in the notice of meeting.
- (b) No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

## **IX.02 Special Meetings**

The Directors may call a special meeting of the Members by Special Resolution. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

## **IX.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days' written notice of any annual or special Members' Meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. The record date for the determination of Members entitled to notice of any Meeting shall be the close of business on the day immediately before the notice is given.

## **IX.04 Proxy**

In accordance with the Act, every Member entitled to vote at a Meeting may appoint a proxy holder, who shall be a Member entitled to vote at such Meeting, as the Member's nominee to attend and act at the meeting in the manner, to the extent, and with the authority conferred by the proxy. Any proxy given is only valid if:

- (a) It is signed by the Member, or the Member's duly appointed attorney;
- (b) It is used at the Meeting for which it was specifically given;
- (c) The Member giving such Proxy does not physically attend the Meeting for which the proxy was given; and
- (d) It has not been revoked by the Member giving such proxy by delivery of a signed revocation to the Corporation at its head office prior to the Meeting.

## **IX.05 Quorum**

The quorum required for the transaction of business at any Members' Meeting is a majority of the Members entitled to vote at the Meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **IX.06 Chair**

The President shall be the chair of the Members' Meeting; in the Chair's absence the Vice-President shall act as Chair; in the event that neither the President or Vice-president is present, the Members shall choose another Director to act as Chair by Ordinary Resolution.

## **IX.07 Voting**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- (a) each Member shall be entitled to one vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast for purposes of calculating a majority;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **IX.08 Persons entitled to be present**

(i) The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

(ii) Any person with a child/ward enrolled in any program of the Corporation as at the date of the Annual General Meeting may make a request to the Chair for permission to attend the Annual General Meeting.

### **SECTION X. NOTICE**

#### **X.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**X.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

**X.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

**SECTION XL AMENDMENT**

**XL01 Amendments**

The Board may, by Ordinary Resolution, make, amend or repeal any by-law that regulates the activities of the Corporation except in respect of any matter which, under the Act, requires a Special Resolution of the Members. The Members may amend this by-law by a majority of votes cast at a Meeting.

**XL02 Approval**

Any changes to the by-laws of the Corporation shall be submitted to the Members at the next Meeting of the Members and the Members may confirm, reject, repeal or amend such by-law by ordinary resolution.

Enacted as of the \_\_\_\_ day of \_\_\_\_\_ , 2020 by the Board of Directors:

Signed \_\_\_\_\_

President

Secretary

Approved by the Members on the \_\_\_\_ day of \_\_\_\_\_ , 2020

Certified by: \_\_\_\_\_

President

Secretary