



Victoria Flying Club

MEMBERSHIP APPLICATION

#101 - 1852 Canso Road, Sidney, BC V8L 5V5
Phone (250)656-2833 Fax (250)655-0910
e-mail: info@flyvfc.com Web site:www.flyvfc.com

PERSONAL INFORMATION

Date _____

Name _____
LAST FIRST

Address (Home) _____

City _____ Province _____ Postal Code _____

Phone (Home) _____ E-Mail _____

Phone (Fax) _____ Phone (Cellular) _____

Phone (Work) _____ Occupation _____

Emergency Contact _____ Phone _____

Relationship _____ Address _____

FLYING INFORMATION

Last Aviation Medical:

_____/_____/_____
YEAR MONTH DAY

Date of Birth:

_____/_____/_____
YEAR MONTH DAY

Place of Birth:

COUNTRY

Medical Category:

Pilot Licence # _____

Category I

Category III

Category IV

Please check the following Licences & Ratings you hold:

Recreational

Multi

Night

ATR

Private

Instrument

Aerobatics

Float

Commercial

Instructor

Mountain

INSURANCE

All Club aeroplanes carry \$5 million public liability insurance within which single limit coverage for the crew and passengers. Thus in the event of an accident all occupants are covered provided there are not violations of Transport Canada Regulations. Also the hangar and contents are insured and we carry a hangar keepers insurance which covers work on aeroplanes in the hangar.

How did you hear about the Victoria Flying Club?

- Radio Newspaper Website Social Media VFC Staff
 Television Friend Member Other: _____

The Victoria Flying Club has a monthly newsletter that most members receive by email. We also occasionally use email to share important and timely information with our members. Can we add you to our email list?

- Yes No

WAIVER

In consideration of the VICTORIA FLYING CLUB'S acceptance of my application for membership and granting permission to fly its aircraft as pilot or student pilot, whether dual or solo, I accept all risk and responsibility of my personal safety. I release the VICTORIA FLYING CLUB from all claims and actions that might arise therefrom.

IN WITNESS WHEREOF signed _____)
this _____ day of _____, _____)
in Sidney, British Columbia _____) SIGNATURE
_____)
_____)
WITNESS SIGNATURE _____)
_____)
Address _____)

WAIVER - IF YOU ARE UNDER 18 YEARS OF AGE

I, _____, parent or guardian of, _____, request that the VICTORIA FLYING CLUB accept him/her as a member, and in consideration of the VICTORIA FLYING CLUB's doing so and granting my child permission to fly VICTORIA FLYING CLUB aircraft as pilot or student pilot, whether dual or solo, I accept all risk and responsibility for my child's personal safety, I release the VICTORIA FLYING CLUB from all such claims and actions.

IN WITNESS WHEREOF signed _____)
this _____ day of _____, _____)
in Sidney, British Columbia _____) PARENT OR GUARDIAN
_____)
_____)
WITNESS SIGNITUE _____)
_____)
Address _____)

A By-Law relating generally to the conduct
of the affairs of
Victoria Flying Club Incorporated
(the "Corporation")

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

1. Definitions

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended from time to time and which are in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended or restated from time to time and which are in force and effect; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

2.1 In the interpretation of this by-law, 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 organization.

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

3. Corporate Seal

- 3.1 The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation.

4. Execution of Documents

- 4.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President or a Vice-President and by the Secretary. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- 4.2 Any person authorized to sign any document may affix the corporate seal to the document.
- 4.3 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.

5. Banking Arrangements

- 5.1 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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

6. Financial Year

- 6.1 The financial year end of the Corporation shall be the calendar year.

7. Borrowing Powers

- 7.1 The directors of the Corporation may, without authorization of the members,
- a. borrow money on the credit of the corporation;
 - b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;

- c. give a guarantee on behalf; and
 - d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.
- 7.2 Nothing in this bylaw contained shall limit or restrict the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

8. Annual Financial Statements

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

9. Membership Conditions

- 9.1 Sustaining Members shall be persons admitted as such by the Board of Directors, who have held a Flying membership in good standing for a period of not less than twenty four (24) consecutive months, and who have paid such annual fees as may be fixed from time to time by the Board of Directors. Application for Sustaining membership must be sponsored in writing by two Sustaining members in good standing. Each Sustaining member shall be entitled to one vote at each meeting of the Corporation and to all Club privileges.
- 9.2 Life Members shall be persons admitted by the Board of Directors who have held a Sustaining or Flying membership in good standing for a period of not less than twenty four (24) consecutive months, and who have paid the entrance fee fixed by the Board which shall be not less than ten times the annual Sustaining Member's dues. Application from Flying members for Life membership must be sponsored in writing by two Sustaining or Life members in good standing. Each Life member shall be entitled to one vote at each meeting of the Corporation and to all Club privileges.
- 9.3 Honourary Life Members shall be persons admitted as such by the Board of Directors; provided, however that the number thereof admitted during any one calendar year shall not exceed one. These members shall be entitled to one vote at each meeting of the Corporation and to all Club privileges.
- 9.4 Flying Members shall be persons admitted as such by the Board of Directors, who have paid such annual and other fees as may be fixed from time to time by the Board. Flying members shall not be entitled to any vote at any

meeting of the Corporation, save and except at a meeting convened to make any amendments to this section of the by-laws if those amendments affect membership rights. Flying members will be entitled to attend such meetings and are entitled to all Club privileges.

- 9.5 Associate Members: Associations, societies, or other corporations may enroll as Flying members and may subsequently be admitted as Sustaining members by the Board of Directors upon compliance with the requirements of Sustaining membership. In the event that any association, society, or other corporation is admitted as a member, it may by notice in writing to the Corporation, nominate a representative who may, on its behalf, exercise all or any of its rights of membership until such time as such nomination is revoked. Notice of such revocation shall be given in writing to the Secretary. Such representative shall be entitled to the singular rights commensurate with the associated membership status.
- 9.6 Social Members shall be persons who have paid such annual and other fees as may be fixed from time to time by the Board. Each Social member shall be entitled to social privileges only and is not entitled to vote at any meeting of the Corporation, save and except at a meeting convened to make any amendments to this section of the by-laws if those amendments affect membership rights.
- 9.7 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10. Membership Transferability

- 10.1 A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

11. Membership Dues

- 11.1 Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within ninety (90) days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

12. Termination of Membership

- 12.1 A membership in the Corporation is terminated when:
- a. the member dies;

- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with any discipline of members section 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.

13. Effect of Termination of Membership

- 13.1 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.

14. Discipline of Members

- 14.1 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.
- 14.2 In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. 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 twenty (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.

15. Time and Place of Members' Meeting

- 15.1 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at the registered office of the corporation or elsewhere within Canada determined by the board.
- 15.2 The Annual General Meeting of the members shall be held on the last Wednesday in January or on such day in each year as the Board of Directors may by resolution determine.

16. Notice of Members Meeting

- 16.1 Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- 16.2 The non-receipt by any member of members of notice of any meeting shall not invalidate any resolution passed or any proceedings taken at any meeting.
- 16.3 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.
- 16.4 The Chair may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members.
- 16.5 Any business, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same, may be brought before or dealt with at an adjourned meeting.

17. Members Calling a Members' Meeting

- 17.1 The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than twenty-five (25) percent of the voting members, stating the purpose of the meeting and delivered to the President, Vice-President or Secretary. Such meeting will be called within ten days and held within twenty-one (21) days. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

18. Cost of Publishing Proposals for Annual Members' Meetings

- 18.1 The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Persons Entitled to be Present at Members' Meetings

- 19.1 Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

20. Chair of Members' Meetings

- 20.1 In the absence of the President and the Vice-President, the members present entitled to vote shall choose another director as Chairman and if no director is present or if all the directors present decline to take the chair then the members present shall choose one of their number to be Chairman.

21. Quorum at Members' Meetings

- 21.1 A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be twenty-five (25) percent of the members entitled to vote at the meeting. A quorum for an Annual General Meeting may be declared by unanimous approval by the Directors in attendance, where at least a majority of Directors are present. 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.

22. Votes to Govern at Members' Meetings

- 22.1 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 questions.
- a. Every question submitted to any meeting of members shall be decided, in the first instance, by a show of hands.
 - b. If, at any meeting, a poll is demanded on any question it shall be taken in such a manner as the Chairman directs, but a demand for a poll may be withdrawn.
 - c. 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.
 - d. A declaration by the Chairman at any meeting, unless a poll is demanded, that a resolution has been carried out or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

23. Participation by Electronic Means at Members' Meetings

- 23.1 Participation at meetings of members may not be by proxy, telephonic, electronic or other communication facility.

24. Members' Meeting Held Entirely by Electronic Means

- 24.1 Meetings of members may not be held entirely by proxy, telephonic, an electronic or other communication facility.

25. Nominating Directors at Annual Members' Meetings

- 25.1 Subject to the Regulations under the Act, nominations for the election of directors will be made by the Nominating Committee.
- 25.2 The Nominating Committee (the 'Committee') and consists of: the President of the Board, the general manager of the Corporation, and not less than two (2) additional directors or members appointed by the Board.
- 25.3 The Committee shall keep the Board's skill and experience base under continued review, conducts search and selection processes for new directors and recommend new appointments to the Board.

26. Membership to the Nominating Committee

- 26.1 The Chair and members of the Committee shall be appointed by the Board.

- 26.2 The quorum for meetings shall be three members of the Committee.
- 26.3 The Committee may request the advice, support and attendance of any other person to assist in their work.
- 26.4 The Company Secretary or his/her nominee shall be secretary of the Committee.

27. Role and responsibilities of Nominating Committee

- 27.1 To evaluate and keep under review the size, structure and composition of the Board and make recommendations to the Board on any proposed changes, taking into account the challenges and opportunities facing the Corporation and the skills, knowledge and experience required.
- 27.2 To consider and prepare, for agreement with the Board, a description of the role and competencies required for a particular appointment.
- 27.3 To identify and recommend to the Board, against the agreed specification, candidates for Board appointments.
- 27.4 To review succession planning for Board members.
- 27.5 To review and make recommendations to the Board on the reappointment of directors at the expiry of their term of office.
- 27.6 To approve the description of the Committee's activities and the process that it has followed in relation to Board appointments for inclusion in the annual report each year.
- 27.7 To report to the Board on the proceedings of the Committee after each meeting and to make available to Board members the minutes of Committee meetings.
- 27.8 The Nominating Committee is required to report to the members, not less than ten (10) days prior to the meeting of the members, all members known to be standing for election at the meeting.
- 27.9 Notwithstanding any other of these by-laws, any Member with voting membership in good standing may include nominations for the election of directors if the proposal is signed by not less than two (2) of members entitled to vote at the meeting of the members.

28. Number of Directors

28.1 The affairs of the Corporation shall be managed by a Board of eight (8) directors, hereinafter sometimes referred to as the Board. The qualification of a director shall be the holding of a voting membership in good standing.

29. Term of Office of Directors

29.1 The directors of the Corporation, save as hereinafter provided, shall be elected at the Annual Meeting and shall hold office for a term of two years, provided, however, that at the next election of directors, four directors shall be elected for a term of two years from the date of their election or until the second Annual Meeting after such date, whichever shall first occur, and four directors shall be elected for a term of one year from the date of their election or until the first Annual Meeting after such date, whichever shall first occur.

29.2 At each Annual Meeting thereafter the proper number of directors to replace the directors retiring in such year shall be elected for a term of two years or until the second Annual Meeting after their election, whichever shall first occur.

29.3 Election of directors shall be by secret ballot.

30. Vacancy in Office

30.1 If the office of the President, Vice-President or Vice-Presidents, Secretary or Treasurer, one or more shall be or become vacant by reason of death, resignation, disqualification or otherwise, the remaining Directors by resolution duly passed at any meeting duly called and held may elect or appoint an officer or officers to fill such vacancy or vacancies.

30.2 A person appointed by such directors, as remain in office, to fill any vacancy on the Board shall hold office only until the next annual general meeting of the members.

31. Calling of Meetings of Board of Directors

31.1 Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

31.2 Meetings of the Board of Directors may be held either at the head office or elsewhere as the directors may from time to time determine.

32. Notice of Meeting of Board of Directors

- 32.1 Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than three (3) days before the time when the meeting is to be held.
- 32.2 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.
- 32.3 Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 32.4 Notice of any meeting, or any irregularity in the notice therefore, may be waived by any Director.
- 32.5 No notice of the first meeting of the Board of Directors to be held immediately following the general meeting of the members at which Directors are elected shall be necessary to the newly elected Directors in order to legally constitute the meeting provided a quorum of Directors be present.
- 32.6 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.

33. Regular Meetings of the Board of Directors

- 33.1 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 such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular 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.

34. Votes to Govern at Meetings of the Board of Directors

- 34.1 A majority of the Directors shall form a quorum for the transaction of business.
- 34.2 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.

35. Additional Provisions as to Directors

- 35.1 No remuneration shall be paid to any director other than the actual expense incurred by him in attending to the affairs of the Corporation and such expenses shall be paid only upon the approval of the Board.
- 35.2 The directors, Secretary and other officers for the time being and every of them and every of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

36. Committees of the Board of Directors

- 36.1 Executive Committee: In lieu of a General Manager, the Board may, from time to time, appoint an Executive Committee comprised of the Secretary, Treasurer and all or any number of the directors as may be deemed by the Board to be necessary for the efficient management and direction of the business and affairs of the Corporation. The Duties of the Executive Committee shall be the same as those duties outlined as the responsibility of the General Manager or Manager.
- 36.2 The Board may appoint, from time to time, from its number and from among the Sustaining members, any or all of the following committees, whose duties and responsibilities shall be detailed hereinafter:
 - a. Nominating Committee: As set out in By-Laws 25, 26 and 27 herein, to organize and execute drives for additional members. To receive and scrutinize applications for membership and to recommend (or otherwise) such applications to the Board for acceptance. To make such recommendations concerning membership to the Board as may, from time to time, be deemed necessary or desirable.
 - b. Marketing Committee: To further the interests of the Corporation in its relations with the public, and to advise and make recommendations to the Board on all matters pertaining to public relations and marketing strategies.
 - c. Finance Committee: To advise and make recommendations to the Board on all matters pertaining to the Corporation, including rates of wages and salaries to be paid to employees of the corporation and

remuneration to be paid to any person or persons for services rendered to the Corporation.

- d. Social Committee: To organize and supervise all social events sponsored by the Corporation upon instruction of the Board, and to co-operate with other agencies who may, from time to time, sponsor social events on behalf of the Corporation.
- e. Organization Committee: To advise and make recommendations to the Board on all matter pertaining to the organization and constitution of the Corporation, on matters pertaining to accommodation, and on any matters which may be placed before the committee, from time to time, by the Board.

36.3 The Board may, from time to time, revoke the appointment of any committee or re-appoint any committee previously revoked.

36.4 Notice of the revocation of the appointment of any committee, and notice of the re-appointment of any committee previously revoked setting out its purposes and powers, shall be given forthwith to the Secretary of State.

37. Appointment of Officers

37.1 The Officers of the Corporation shall be a President, a Vice-President (or Vice-Presidents), a Secretary, a Treasurer, and such other executive officers as the Board may determine from time to time.

37.2 None of the said officers except the President and the Vice-President or Vice-Presidents need be a member of the Board of Directors.

37.3 Any two of the aforesaid offices may be held by the same person except those of President and Vice-President.

37.4 The Board of Directors at its first meeting after election shall elect a President and a Vice-President or Vice-Presidents from among their own number and shall also elect or appoint a Secretary and a Treasurer.

37.5 In case and whenever the same person holds the offices of Secretary and Treasurer he may, but need not be, known as the Secretary-Treasurer.

37.6 A vote of the majority of the Board of Directors shall be necessary for the election of appointment of the said officers.

38. Description of Offices

38.1 The Board may appoint such employees, servants and agents as it shall deem necessary, who shall have such authority and shall perform such

duties and shall receive such remuneration as from time to time shall be prescribed by the Board.

- 38.2 The President shall be the Chief Executive officer of the Corporation. He shall, if present, preside at all meetings of the members and directors; shall sign all instruments which require the signature of the President; shall perform all duties incident to his office and shall have such other powers and duties as may, from time to time, be assigned to him by the Board.
- 38.3 The Vice-President or Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act as the President. The Vice-Presidents shall also have such other powers and duties as may, from time to time, be assigned by the Board.
- 38.4 The Secretary shall issue or cause to be issued notices for all meetings of the Board of Directors and members when directed or as authorized by these by-laws so to do; have charge of the seal and of the minute books of the Corporation; sign, with the President, or other signing officer or officers of the Corporation, such instruments as require the signature of the Secretary, and shall perform such other duties as the terms of his engagement call for or as the Board may, from time to time, properly require of him.
- 38.5 The Secretary, or some other officer specially charged with the duty, shall keep or cause to be kept a book or books wherein shall be recorded:
- a. The names, alphabetically arranged, of all persons who are members.
 - b. The address and calling of every member, as far as can be ascertained.
 - c. The class of membership held by each member.
 - d. The names, addresses and callings of all persons who are or have been directors of the Corporation, with the several dates at which each became or ceased to be such director.
- 38.6 The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep proper books of accounting thereof. He shall deposit the funds in the name of the Corporation in such bank or banks or with such depository or depositories and in such manner as the Board may, from time to time, direct. He shall at all reasonable times exhibit his books and accounts to any director of the corporation upon application at the office of the Corporation during business hours. He shall sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by the Board. He may be required to give such bonds for the faithful performance

of his duties as the Board in its uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

- 38.7 The Board may appoint a General Manager or Manager, who may, but need not be, one of the directors of the Corporation, and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board or by the members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any less power.
- 38.8 The General Manager shall conform to all lawful orders given to him by the Board of Directors and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation.
- 38.9 If the General Manager or Manager is a director he shall not receive any remuneration.

39. Method of Giving Any Notice

- 39.1 Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director 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. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

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

40. Invalidity of any Provisions of this By-law

40.1 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.

41. Omissions and Errors

41.1 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.

42. Mediation and Arbitration

42.1 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 the section on dispute resolution mechanism of this by-law.

43. Dispute Resolution Mechanism

43.1 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:

- 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. 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.

43.2 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.

44. By-laws and Effective Date

44.1 Any By-Law may be amended or repealed by the Board of Directors with the approval of any Annual or Special Meeting of the members provided, however, that the amendment or repeal of any By-Law not embodied in Letter Patent shall not be enforced or acted upon until the approval of the Secretary of State has been obtained.

44.2 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.

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