

MALACHI LAKE CAMPERS' ASSOCIATION INCORPORATED
GENERAL BY-LAWS AND CONSTITUTION

MALACHI LAKE CAMPERS' ASSOCIATION INCORPORATED

VISION

To foster a sense of community, friendship and mutual respect amongst the residents of Malachi Lake, while working together to preserve its unique natural and cultural heritage.

MISSION

To represent the interests of the membership in a prudent and transparent manner.

OPERATING PRINCIPLES

Ensure accessibility, through the timely maintenance of access roads, docks, boat launches and community facilities, which are all indispensable in order for members to utilize and enjoy their properties.

Promote and Encourage Environmental Well-Being of the flora, fauna and water systems in and around Malachi Lake for the common benefit of its residents.

Maintain productive working relationships with government agencies, in order to ensure that the interests and concerns of the membership are represented and that government and regulatory policies are influenced to the benefit of members.

Cost-effectively manage financial resources, by conducting all affairs of the Association in the most economically efficient manner possible.

Create an environment that encourages member participation and involvement, by providing clarity to members regarding nomination and electoral processes, the duties associated with officer and board of directors' posts, and sufficient advance notice of nominations and elections.

Operate in a transparent manner, by reporting to the membership on a regular basis, and by making all records of the affairs of the MCA available to members at any time upon request.

Practice continuous improvement, in order to become a more effective organization over time.

MALACHI LAKE CAMPERS' ASSOCIATION INCORPORATED
GENERAL BY-LAW AND CONSTITUTION

A By-Law relating generally to the conduct of the affairs of MALACHI LAKE CAMPERS' ASSOCIATION, INCORPORATED.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of the MALACHI LAKE CAMPERS' ASSOCIATION, INCORPORATED (hereinafter called the "Association") as follows:

1. In this By-Law and all other By-Laws of the Association, unless the context otherwise specifies or requires;
 - a. "Act" means the Canada Corporations Act, Revised Statutes of Canada 1970, c.c-32, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the By-Laws of the Association shall be read as referring to the amended or substituted provisions therefore;
 - b. "By-Law" means any By-Laws of the Association from time to time in force and effect;
 - c. all terms contained in the By-Laws which are defined in the Act shall have the meanings given to such terms in the Act;
 - d. words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
 - e. the headings used in the By-Laws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

MEMBERSHIP

2. **Membership:** Membership in the Association shall be of a single class, namely - Regular Family Membership.
3. **Regular Family Membership:** The immediate family (i.e., the property owner(s) plus their children and grandchildren) of owners or co-owners of property on Malachi Lake (i.e., lot plus primary residence and/or vacant lot) will be granted one Regular Family Membership upon payment of annual Association membership fees in full.
4. **Multiple Families Who Are Co-Owners of a Single Property:** In cases where more than one family co-owns a single property, each individual family will be granted one Regular Family Membership upon each payment of annual Association membership fees in full.
5. **Additional Membership User Fees:** The payment of annual Association membership fees results in the issuance of one annual Vehicle Road Permit per Regular Family Membership. In cases where member families expect to have multiple family members utilizing roadways

maintained by the Association simultaneously with multiple vehicles on a regular basis, the purchase of an additional annual Vehicle Road Permit from the Association is required. Additionally, the long-term storage of boat and/or utility trailers on property for which the Association pays annual land-use permit fees requires the purchase of an annual Trailer Parking Permit from the Association.

6. **Resignation From Membership:** After payment of annual membership fees in full, any member may resign from membership in the Association upon notice in writing thereof received by the Secretary of the Association.
7. **Termination of Membership:** Any membership shall be considered to be terminated upon failure to pay Association membership fees when due and will continue to be considered terminated until such time as outstanding dues are paid in full.

MEETINGS OF MEMBERS

8. **Annual General Meetings:** The Annual General Meeting of the Members required by section 102 of the Act shall be held at the City of Winnipeg, in Manitoba, or such other geographic location as the Board of Directors may by resolution determine from time to time. At Annual General Meetings there shall be presented a report of the Officers and Standing Committee Chairs of the affairs of the Association for the previous year, a financial statement of the Association and the auditor's report thereon as required by the Act, and such other information or reports relating to the Association's affairs as the Board of Directors may determine from time to time.
9. **Special General Meetings Called by the President, Board of Directors or the Membership:** Other meetings of the Members (to be known as "Special General Meetings") may be convened by order of or by the President or the Board of Directors and be held at any date and time and at the City of Winnipeg, in the Province of Manitoba, or such other geographic location as the Board of Directors may by resolution determine from time to time. Further, Special General Meetings may be called by the General Membership by way of a requisition signed by at least seven (7) Association members in good standing addressed to the Secretary. A Special General Meeting having been authorized by way of the aforementioned requisition signed by seven (7) Association Members in good standing, the Secretary shall in turn notify all Association Members of the meeting so authorized, giving such notice as may be directed by the Members calling such a meeting, and including in such notice a description of the purpose for which the meeting is being called.
10. **Meeting Notice:** Notice stating the day, hour and place of Annual General Meetings and/or Special General Meetings called by either the President or Board of Directors, along with the general nature of the business to be conducted thereat, shall be given to each Member at least thirty (30) days before the date of every meeting. Notice stating the day, hour and place of Special General Meetings called by Association Members in good standing (having submitted the signed requisition, described in article 9 above, to the Secretary) will be provided to each Member based on the notice period directed in the meeting requisition. If no notice period is specified in said meeting requisition, notice shall be given to each Member at least thirty (30) days before the date of the Special General Meeting.
11. **Omission of Notice:** The non-receipt of any notice by any Member, if due to factors beyond the control of the Association, shall not invalidate any resolution passed or any proceedings

taken at any meeting of Members.

12. **Voting:** Each individual Association Regular Family Membership shall be entitled to one (1) vote at all meetings of members of the Association at which members are entitled to vote. Where a Regular Family Membership includes more than one individual, then only one of such individuals shall be entitled to cast a vote.
13. **Majority, Votes, Ballots, etc:** Subject to the Act and these By-Laws, elections of Directors and Officers shall be decided by a majority of votes (i.e., fifty percent (50%) plus one (1) vote) cast by a sealed ballot. Notwithstanding the preceding, every other question submitted to a meeting of Members, unless otherwise stated elsewhere in these By-Laws, shall be decided by a majority of votes (i.e., fifty percent (50%) plus one (1) vote) given on a show of hands utilizing approved voting cards, only one of which will be handed out per Regular Family Membership in good standing; issued by the Association unless a majority of the Members present request a sealed ballot. In the event of an equality of votes on any Association matter, the meeting Chair shall, both on a show of hands and at a ballot, have a second or tie-breaking vote in addition to the vote to which the Chair is normally entitled as a Member. At any meeting of the Members, unless a ballot is demanded, a declaration by the Chair that a resolution has been carried unanimously, or lost or carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or the proportion of votes recorded in favour of or against a motion.
14. **Proxies:** Votes for the election of Directors and Officers may be assigned by an Association Member in good standing to be cast on his/her behalf by a proxy who is also an Association Member in good standing by submitting a signed, written request to do so to the Nominating Committee prior to the commencement of voting at the Annual General Meeting. The casting of votes by proxy on any other Association matter, other than the election of Directors and Officers, may be authorized by a majority vote (i.e., fifty percent (50%) plus one (1) vote) of either the Board of Directors or the Membership.
15. **Meeting Chair:** The President normally acts as the Chair of all general meetings of the Association. In the absence of the President, the Vice-President will automatically serve as the meeting Chair. In the absence of both the President and Vice-President, the Members present shall choose another Director as Chair and, if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose one of the Members in good standing present to be Chair.
16. **Polls:** If at any meeting a poll is demanded by Members on any matter, it shall be taken forthwith without adjournment. The results of a poll shall be deemed to be a resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.
17. **Elections of Directors and Officers:** A Nominating Committee consisting of the Immediate Past President as Chair, a member of the Board of Directors and one voting Member not presently a member of the Board of Directors shall be appointed by the Board of Directors at least sixty days prior to the Annual General Meeting. If the immediate Past President cannot act as Chair, for whatever reason, the Board of Directors shall appoint a Director as Chair. Notification will be provided to the Membership as to the identities of the Nominating Committee members and the process for submitting the names of candidates for election to the various Director and Officer posts at least thirty (30) days prior to any General Meeting at which elections are to take place. All candidates standing for election must be immediate

members of a family possessing a Regular Family Membership in good standing (as described in articles 3 and 4 above). Elections will be conducted annually at the Association's Annual General Meeting. The Nominating Committee shall accept election nominations up until the commencement of voting at the Annual General Meeting.

18. **Meeting Adjournments:** The Chair may, with the consent of the Members present at any General Meeting, adjourn the same from time to time for future continuation at some fixed time and place. No notice of the time and place at which the adjourned meeting will be continued need be given to the members at the time of adjournment. However, if notice is not given at the time of adjournment as to the future fixed time and place for the continuation of the General Meeting in question, normal General Meeting notice requirements (as described in article 10 above) will apply.
19. **Quorums:** The presence of at least twenty-five percent (25%) of all voting Regular Family Memberships in good standing shall constitute a quorum at any General Meeting of Members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.
20. **Rule of Procedure:** Bourinot's Rules of Order shall be followed at all meetings except as specifically varied by these By-Laws.

BOARD OF DIRECTORS

21. **Number and powers:** The affairs of the Association shall be managed by a Board of Directors numbering not more than ten (10) Directors. In addition to the aforementioned Directors, the Association President also holds the position of Chair of the Board, for a total Board of Directors contingent of eleven (11). The activities of the Officers and the various Standing Committees with respect to the business affairs of the Association are subject to Board of Directors' approval.
22. **Term:** The Directors of the Association shall be elected for one (1) year terms annually at the Annual General Meeting.
23. **Standing Committee for Roads:** The Director acting as chair of the Standing Committee for Roads is responsible for planning and carrying out the maintenance of and repairs to the non-government maintained roads, rights-of-way and vehicle parking areas required by the Membership of the Association in order to access Malachi Lake.
24. **Standing Committee for Docks:** The Director acting as chair of the Standing Committee for Docks is responsible for planning and carrying out the maintenance of and repairs to all Association-owned boat docking facilities utilized by the Membership in order gain access to and navigate by water on Malachi Lake.
25. **Standing Committee for the Environment:** The Director acting as chair of the Standing Committee for the Environment is responsible for planning and carrying out all communication, outreach and public education efforts associated with ensuring the ongoing maintenance of and improvement to the health of the natural environment in and around Malachi Lake for the benefit of Association Members.
26. **Standing Committee for the Annual Malachi Picnic:** The Director acting as chair of the Standing Committee for the annual Malachi Picnic is responsible for planning and facilitating

all necessary activities required to carry out this event including the scheduling of events therein, the organization and direction of volunteers, the purchase of food, beverages and other consumables, along with any other ancillary activities including the delegation of specific responsibilities as required.

27. **Standing Committee for the Association Website:** The Director acting as chair of the Standing Committee for the Association Website is the designated webmaster responsible for design, maintenance and administration of the Association's primary membership communications platform, the Malachi Campers' Association Website.
28. **Election and Appointment of Directors:** If the number of individuals standing for election to the Board of Directors each year is less than or equal to ten (10), those Directors shall be elected by acclamation at the Annual General Meeting without holding a vote of the Membership. If more nominations have been received than are required to fill vacancies on the Board of Directors, the Nominating Committee shall cause a vote to be taken (as described in Articles 12, 13 & 14 above).

From time to time in the event of any interim vacancy between annual elections, however caused, occurring on the Board of Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled on an interim basis by the remaining Directors of the Association via appointment if they see fit to do so. Otherwise, such vacancies shall be filled via the normal electoral process at the next scheduled annual elections at Annual General Meeting of members or at a Special General Meeting of members held prior to such Annual General Meeting. Any Director appointed or elected to fill any such vacancy shall hold office for the remainder of the unexpired term of the Director who ceased to be a Director and who caused the vacancy.

29. **Vacation of Office:** The office of a Director of the Association shall become vacated:
- a. if an order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her own affairs;
 - b. if he or she is convicted of any criminal offence; or
 - c. if, by notice in writing to the Chair of the Board of Directors or Secretary of the Corporation, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
 - d. the Director ceases to be a member in good standing of the Association.
30. **Removal of Directors:** The Members of the Association may, by a resolution passed by a super-majority of at least sixty-six and two-thirds percent (66 & 2/3%) of the votes cast at a Special General Meeting of Members, in respect of which, notice specifying the intention to pass such a resolution has been given to all Members, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at such meeting, elect any person in his or her stead for the remainder of the Director's term.
31. **Remuneration of Directors:** Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such. Notwithstanding the foregoing, a Director may be reimbursed for reasonable expenses incurred in the performance

of business authorized by the Board on behalf of the Association.

32. **Constitution of Committees:** In addition to the regular, ongoing Standing Committees of the Association, the Board of Directors may from time to time constitute additional ad-hoc committees of the Association as it deems necessary and shall prescribe their duties.

MEETINGS OF THE BOARD OF DIRECTORS

33. **Place of Meetings:** Meetings of the Board of Directors may be held at any place determined by mutual agreement of the Board of Directors and Officers of the Association from time to time.
34. **Notice:** A meeting of the Board of Directors may be convened at any time by the President, the Vice-President, or any five (5) Directors. Notice of any meeting of the Board of Directors stating the day, hour and place of the meeting shall be provided to each Director at least two (2) business days before the date that the meeting is to take place. In addition, meetings of the Board of Directors may be held at any time without formal notice if all Directors are present, or those absent have waived notice requirements or have signified their consent in writing to the meeting being held in their absence. Such consent may be validly given either before or after the meeting to which such waiver relates.
35. **Quorum and Voting:** Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business. Questions arising at any meeting of Directors shall be decided by a simple majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to the Chair's original vote, shall have a second or tie-breaking vote.

OFFICERS

36. **President:** The President shall be the Chief Executive Officer and Chair of the Board of Directors of the Association and, when present, shall act as the Chair at all meetings of the Board of Directors and of Members of the Association. The President shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors. The President, or such other individual who is appointed by the Board of Directors from time to time, shall be the official spokesperson for the Association.
37. **Vice-President:** The Vice-President shall be vested with all the powers and shall perform all duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall possess and may exercise such other powers and duties as may from time to time be assigned to him or her by the Board of Directors.
38. **Secretary:** The Secretary shall act as secretary for all meetings of the Board of Directors and Members and shall have charge of the minute books of the Association and the documents and registers referred to in the Act. The Secretary shall perform all duties incident to the Secretary's office or that are properly required of the Secretary by the Board of Directors.
39. **Treasurer:** The Treasurer shall collect all Association revenues and, subject to the provisions of any resolution of the Board of Directors, shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept the books of accounts and accounting records required

by the Act. The Treasurer shall perform all duties incident to the Treasurer's office or that are properly required of him or her by the Board of Directors. The Treasurer may be required to give such bonds for the faithful performance of his or her duties as the Board of Directors in their uncontrolled discretion may require, but 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 Corporation to receive any indemnity thereby provided.

40. **Term:** The Officers of the Association shall be elected for one (1) year terms annually at the Annual General Meeting.
41. **Election and Appointment of Officers:** The Membership shall elect annually a President, a Vice-President and a Secretary, each for a one (1) year term of office. Any individual Association Member may hold one or more offices simultaneously. Duly elected Officers of the Association shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors.
- a. If only a single individual stands for election to any Officer position, that person shall be elected to the position in question by acclamation at the Annual General Meeting without holding a vote of the Membership. If more than one individual stands for election to any Officer position, the Nominating Committee shall cause a vote to be taken (as described in Articles 12, 13 & 14 above).
- b. From time to time in the event of any interim vacancy between annual elections, however caused, occurring for any Officer position, such vacancy may, as long as there is a quorum of Directors then in office, be filled on an interim basis by the Board of Directors of the Association via appointment if they see fit to do so. Otherwise, such vacancies shall be filled at a Special General Meeting of Members held prior to the Annual General Meeting. Any Member appointed or elected to fill any such vacancy shall hold office for the remainder of the unexpired term of the Officer who caused the vacancy.
42. **Remuneration of Officers:** Officers shall serve without remuneration and no Officer shall directly or indirectly receive any profit from his or her position as such. Notwithstanding the foregoing, Officers may be reimbursed for reasonable expenses incurred in the performance of business authorized by the Board of Directors on behalf of the Association.
43. **Delegation of Duties of Officers:** In case of the temporary absence and/or inability to act of the President, the Vice-President may carry out the duties of the President, subject to approval by the Board of Directors. In addition, the Board of Directors may temporarily delegate any or all of the powers of any other Officer to another Officer or to any Director in order to ensure the ongoing conduct of business on behalf of the Association.

SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

44. The Board of Directors in its discretion may submit any contract, act or transaction for approval or ratification at any Annual General Meeting of the Members or at any Special General Meeting of the Members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) shall be as valid and as binding upon the Association and upon all the Members as if it had been approved or ratified by every Member of the Association.

INDEMNITIES TO DIRECTORS AND OTHERS

45. Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 Association, from and against:
- a. all costs, charges and expenses whatsoever which such Director or Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for 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 in respect of any such liability; and
 - 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 willful neglect or default.
46. The Association shall apply for, and take all reasonable steps to secure and maintain, Directors' and Officers' Legal Liability Insurance.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

47. No Director or Officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any respect or act for conformity or for any loss, damage or expense suffered or incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association 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, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Association 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 or in relation thereto unless the same shall happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

The Directors and Officers for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Association shall be employed by or shall perform services for the Association otherwise than as Director or Officer or shall be a member of a firm or a shareholder, Director or Officer of a company which is employed by or performs services for the Association, the fact of his or her being a Director or Officer of the Association shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

NOTICE

48. **Service:** Any notice to be given to any Member, Director, Officer, Auditor or Financial Reviewer shall be served either personally or by sending it through the post in a prepaid envelope or wrapper or by facsimile transmission or by e-mail to such Member, Director, Officer, Auditor or Financial Reviewer addressed to him or her at his or her address as the same appears in the books of the Association, or if no address be given therein, then addressed to the last address of such Member, Director, Officer, Auditor or Financial Reviewer known to the Secretary or President of the Association.

In the interest of containing the costs associated with managing the affairs of the Association, the default means of service to any Member, Director, Officer, Auditor or Financial Reviewer shall be in the form of e-mail. Notwithstanding the foregoing, any Member, Director, Officer, Auditor or Financial Reviewer may elect to be served notice by means of post by submitting a formal request for same with the Association Secretary.

49. **Signature to Notices:** The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
50. **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 be counted in such number of days or other period, but the day for which notice is given shall be so counted. Facsimile transmission shall be deemed received on the date that confirmation of a successful transmission has been received by the Association. E-mail transmission shall be deemed received on the date sent. Where the term "business days" is used in this By-Law, it shall mean Mondays, Tuesdays, Wednesdays, Thursdays, Fridays except where such days fall on statutory holidays.
51. **Proof of Service:** A certificate of the President, Vice-President, Treasurer or the Secretary of the Association or of any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing, facsimile transmission, e-mail or delivery of any notice to any Member, Officer, Director, Auditor or Financial Reviewer, or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Officer, Director, Auditor or Financial Reviewer of the Association, as the case may be.

MINUTES OF MEETINGS

52. **Board of Directors and General Meetings of Association Members:** Minutes of all official meetings of both the Board of Directors and Association Members shall be duly recorded by the Secretary and shall be made publicly available to Members upon request no later than forty-five (45) days following the adjournment of any such meeting.
53. **Prior to the Annual General Meeting:** Minutes of all official meetings of the Association Members including, and taking place since, the prior year's Annual General Meeting shall be provided to each Association Member no later than thirty (30) days prior to each year's upcoming Annual General Meeting. Minutes of meetings of the Board of Directors will be made available to any Association Member in good standing upon request.

CHEQUES, DRAFTS, NOTES, ETC

54. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time designate by resolution.

HEAD OFFICE

55. The Directors may from time to time by resolution fix the location of the head office of the Association within the place in Canada designated as such by the Association's letters patent.

SEAL

56. The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Association. The seal shall be retained in the custody of the Secretary of the Association.

ENACTMENT AND AMENDMENT OF CONSTITUTION AND BY-LAWS

57. The Constitution and By-Laws of the Association may be enacted, and such Constitution and By-Laws repealed or amended, by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative super-majority vote of at least sixty-six and two-thirds (66 & 2/3%) percent of the Members present at a meeting of Members duly called for the purpose of considering the said By-Law.

PERIODIC FINANCIAL REVIEW ENGAGEMENTS

58. Once every three (3) years the Association shall subject its financial affairs to a detailed Financial Review conducted by an independent party who holds either a Certified General Accountant, Certified Management Accountant, Chartered Accountant, or Certified Public Accountant designation. The Membership shall, at the Annual General Meeting immediately preceding each three-year review, approve the appointment of the Financial Reviewer who will then review the accounts of the Association and provide a written report of his/her conclusions, which will then be presented to the Membership at the next Annual General Meeting of Members following the Review. The remuneration of the Financial Reviewer shall be fixed by the Board of Directors.

EXECUTION OF CONTRACTS, ETC.

59. Contracts, documents or instruments in writing requiring the signature of the Association may be signed by any two (2) of the Officers of the Association and/or combination of one (1) Officer and one (1) Director and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- a. The seal of the Association may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board of Directors. The Secretary or the President of the Association shall certify all documents issued by the Association.
- b. The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, powers of attorney, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures, or other securities and all paper writings.
- c. In particular, without limiting the generality of the foregoing, any two (2) of the Officers of the Association and/or combination of one (1) Officer and one (1) Director are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute under the corporate seal of the Association or otherwise, all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

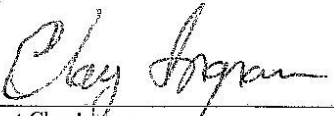
FISCAL YEAR

60. The fiscal year of the Association, until changed by resolution of the Board of Directors, shall be the January 1st to December 31st period.

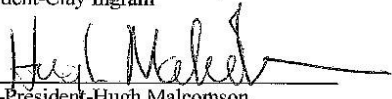
WRITTEN RESOLUTIONS

61. Subject to the Act, the letters patents, articles, or the By-Laws, a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors or a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Board of Directors or a meeting of Members.

REVISED this 28th day of April, 2015.



President-Clay Ingram



Vice-President-Hugh Malcomson