

BY-LAWS

CANOE KAYAK NOVA SCOTIA

Revised October 2020 and approved by CKNS Board of Directors

A By-law relating generally to the conduct of the affairs of Canoe Kayak Nova Scotia

ARTICLE 1 — GENERAL

- 1.1 **Purpose** — These By-laws relate to the general conduct of the affairs of [Organization Name], a Society incorporated under the Nova Scotia Societies Act.
- 1.2 **Definitions** — In these By-laws
- a) **Act** — means the Nova Scotia Societies Act, as amended from time to time and any legislation that may be substituted therefore.
 - b) **Annual General Meeting** — means the annual general meeting of the Society contemplated under section 19 of the Act.
 - c) **Auditor** — means an individual appointed by the Board to audit the books, accounts, and records of the Society.
 - d) **Board** — means the Board of Directors of the Society.
 - e) **Committee** — means a committee established by the Board pursuant to Section 5.14.
 - f) **Days** — means all days including weekends and holidays.
 - g) **Delegate** — means an individual duly authorized by written instrument to attend and vote at a meeting on behalf of a Member that is a corporation as provided by Section 3.12.
 - h) **Director** — means an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - i) **Executive** — means all of the Officers of the Society.
 - j) **Member** — means a member of the Society.
 - k) **Nominating Committee** — means the Committee to be established by the Board pursuant to Section 4.5.
 - l) **Officer** — means an individual appointed to serve as an Officer of the Society pursuant to these By-laws.
 - m) **Ordinary Resolution** — means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of a Committee, a meeting of the Executive or a meeting of Members.
 - n) **Paddling** — includes canoeing, kayaking, and stand up paddle-boarding (SUP).
 - o) **Registrar** — means the Registrar of Joint Stock Companies, appointed under the Companies Act, and includes the Deputy Registrar and a person authorized under that Act to perform duties of the Registrar in his or her absence.
 - p) **Society** — means Canoe Kayak Nova Scotia Society.
 - q) **Special Meeting** — means a meeting of Members described in Section 3.2.
 - r) **Special Resolution** — means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at an annual General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- 1.3 **Registration** — The Society shall be incorporated and operated as a volunteer, non-profit Society under the Act.
- 1.3 **Head Office** — The head office of the Society will be located at all times within the Province of Nova Scotia.

- 1.4 **Corporate Seal** — The Society may have a corporate seal which may be adopted and may be changed by resolution of the Directors. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon the resolution of the Board of Directors.
- 1.5 **No Gain for Members** — The Society will not be carried on for the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.
- 1.6 **Conduct of Meetings** — Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.7 **Interpretation** — In these By-laws, words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.
- 1.8 **Language** — The official language of the Society shall be English.
- 1.9 **Headings** — The headings used in the By-laws are inserted for convenience of reference only.

ARTICLE 2 — MEMBERSHIP

Categories of Membership

- 2.1 The subscriber to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

The following shall be admitted to membership by the Society:

- a) Any individual
- b) Any family; a family consisting of at least one parent and one child
- c) Any recognized group of 5 or more people, and, except for the leader(s), being under 18 years of age.

An Affiliated Association may become a member and shall consist of the following classifications:

- a) **Regional Paddling Association Membership** — Membership shall be open under this classification provided that such Association shall be in harmony with the purpose and goals of the Society.
- b) **Club Membership** — Any duly chartered paddling club active in promoting paddling and in agreement with the objectives of the Society.
- c) **Association Membership** — Any organization of related fields who agrees with the stated aims and objectives of the Association.

Qualifications for Membership

- 2.2 Any member of the Society shall be entitled to attend and vote at any Annual General Meeting of the Society and to hold any office, but there shall be no proxy voting.
- 2.3 **Admission of Member** — No individual, entity or organization will be admitted as a Member of the Society unless:
- a) The candidate has made an application for membership in a manner prescribed by the society;
 - b) The candidate is not subject to a disciplinary investigation or action of the society;
 - c) The candidate has been approved by majority vote as a Member by the Board or by any Committee or individual delegated this authority by the board; and
 - d) The candidate has paid dues as prescribed by the board.
- 2.4 A person or persons shall become a member of the Society:
- a) By directly joining the Society

- b) By resolution of the Board of Directors any person who has given outstanding service to paddling in Nova Scotia may be appointed an Honorary Member of the Society.
- 2.5 No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

Membership Duration and Dues

- 2.6 Payment of Dues:
- a) Members shall pay dues as stipulated from time to time in the Society's schedule of dues.
 - b) Payment of dues shall be made on an annual basis and in the event that a member fails to pay dues required of him within 90 days of having been sent written notice requiring payment of same, membership shall cease.

Good Standing

- 2.7 **Definition** — a member if the Society will be in good standing provided that the member:
- a) Has not ceased to be a member;
 - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents and certifications as required by the Society;
 - d) Has complied with the By-laws, policies, rules and regulations of the Society;
 - e) Is not subject to disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Has paid all required membership dues.

Withdrawal and Termination of Membership

- 2.8 Membership in the Society shall cease upon:
- a) **Arrears** — a member will be expelled from the Society for failing to pay membership dues or money owed to the Society by the deadline dates prescribed by the Society by way of Ordinary Resolution of the Board.
 - b) **Discipline** — In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Society in accordance with the Society's policies and procedures related to discipline of the Members by way of Ordinary Resolution of the Board.
 - c) **Death** — of a member or if, by notice in writing to the Society, he/she resigns his membership, or if he/she ceases to qualify for membership in accordance with these By-laws.

Article 3 — MEETINGS OF MEMBERS

- 3.1 **Types of Meetings** — Meetings of Members will include Annual General Meetings and Special Meetings.
- 3.2 **Special Meeting** — A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of [twenty (20%) percent] or more of the Members who have voting rights. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
- 3.3 **Location and Date** — The Society will hold meetings of Members at such date, time and place within Nova Scotia as determined by the Board. The Annual General Meeting will be held within 90 days of the fiscal year end.

- 3.4 **Notice** — Notice of meetings of Members will be posted on the Society website at least thirty (30) days prior to the date of the. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions and shall be delivered in accordance with Article 8 of these By-laws.
- 3.5 **Adjournment** — Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.
- 3.6 **Standing Agenda for the Annual General Meeting** — At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- a) Call to order;
 - b) Establishment of Quorum;
 - c) Appointment of Scrutineers;
 - d) Approval of the Agenda;
 - e) Declaration of any Conflicts of Interest;
 - f) Adoption of Minutes of the previous Annual Meeting;
 - g) President's Report;
 - h) Financial report;
 - i) Board, Staff and Committee Reports;
 - j) Election of new Directors;
 - k) Business as specified in the meeting notice; and
 - l) Adjournment.

A Board of Directors meeting may be held immediately prior to or following the Annual General Meeting without prior notice.

- 3.7 **New Business** — Any Member who wishes to have new business or a matter placed on the agenda at an Annual General Meeting will give written notice to the Society at least twenty-one (21) days prior to the meeting date.
- 3.8 **Quorum** — a quorum for any meeting of the Members shall consist of not less than six (6) voting Members present in person or by telephone or video conference, with the exception that quorum for a meeting at which Special Resolution is proposed required Members to be present in person. For greater certainty, for a meeting at which a Special Resolution is proposed, Members attending by telephone or other electronic means shall not be included in the quorum count and shall not be entitled to vote on such a Special Resolution.
- 3.9 **Where no Quorum** — If a quorum of Members is not present at a meeting, Members in attendance may reschedule the meeting to a new date and time. Written notice shall be given to all Members at least fourteen (14) days prior to the rescheduled meeting date, and at such rescheduled date the Members shall, with the exception of passing a Special Resolution, be permitted to transact business at the meeting with or without quorum.
- 3.10 **Closed Meetings** — Meetings of Members will be closed to the public unless the Board determines otherwise.

Voting at Meeting of Members

- 3.11 **Voting Rights of Members** — Each member at the Annual General Meeting shall have one vote except the Chairperson who shall have no vote, and each family membership shall be entitled to two votes provided that the voting members are of the age of majority. In case of an equality of votes, a motion shall be deemed to be defeated.
- 3.12 **Delegates** — The name of a Delegate(s) will be communicated to the Society in writing prior to the meeting of Members. Delegates must be eighteen (18) years of age and older and a Member in good standing. No Delegate may hold voting privileges for more than one Member.

- 3.13 **Scrutineers** — At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.14 **Determination of Votes** — Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by a majority of those Members voting.
- 3.15 **Majority of Votes** — Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.
- 3.16 **Proxy Voting** — Voting by proxy is not allowed at meetings of Members.

Article 4 — GOVERNANCE

Composition of the Board

- 4.1 **Directors** — A board of not less than [four (4) and not more than fourteen (14)] Directors shall be responsible for the management of the Society.
- 4.2 **Composition of the Board** — The affairs of the Society shall be managed by a Board of Directors and Executive Committee. The day-to-day operation of the Society shall be managed by the Officers. The Board of Directors of the Society will consist of the following:
- a) President
 - b) Vice President.
 - c) Secretary
 - d) Treasurer
 - e) Director of Canoe Development
 - f) Director of Kayak Development
 - g) Director of SUP Development
 - h) Director of Mapping
 - i) Director of the Environment
 - j) Director of Promotion
 - k) Member at Large
 - l) Past-President. If the immediate Past President is not available for any reason, the next immediate Past President shall assume this role.

Election of Directors

- 4.3 **Eligibility of Director** — Any individual who is eighteen (18) years of age or older, who has the power under law to contract, and whose appointment is deemed to be of benefit to the Society may be nominated for election or appointment as a Director.
- 4.4 **Skills and Characteristics** — Potential Directors will preferably exhibit multiple attributes and skills listed below:
- a) commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director;
 - b) commitment to betterment of the sport throughout the Province of Nova Scotia;
 - c) knowledge about roles and responsibilities of a Director, the Board and staff;
 - d) good communication skills;
 - e) experience in formulating policy;
 - f) experience in thinking strategically;
 - g) knowledge of the paddling community;
 - h) ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks;

- i) knowledge of organizational performance mechanisms and ability to monitor, evaluate and report on performance;
- j) strategic connectivity to key clients;
- k) ethical and values-based behavior;
- l) other skills valued by the Board.

4.5 **Nominating Committee**

- a) The Board may appoint a Nominating Committee, which will be comprised of three (3) individuals appointed by the Board. The Nominating Committee will be responsible to solicit nominations for individuals to serve as a Director, with the skills and characteristics defined in Section 4.4 and may nominate additional candidates to serve as a Director.
- b) Any Member of the Society may nominate another Member to be one of the Directors of the Society, provided however that each Member is limited to one (1) nomination per board position per annum.

4.6 **Nomination** — Any nomination of an individual for election as a Director will:

- a) Include a completed application form;
- b) Include the written consent of the nominee by signed signature;
- c) Include a cover letter and resume of the nominee;
- d) Be submitted to the Head Office of the Society fourteen (14) days prior to the Annual General Meeting. Nominations will not be accepted from the floor.

4.7 **Incumbents** — Individuals currently on the Board and wishing to be re-elected are not subject to nomination but must notify the Nominating Committee twenty-eight (28) days before Annual General Meeting at which the election is to take place, of their interest in re-election.

4.8 **Circulation of Nominations** — Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.9 **Election** — The election of the Directors will take place as follows:

- a) by majority vote at the Annual General Meeting in accordance with the following schedule:
 - I. **In even-numbered years:** President (The individual running for President must have served a minimum of two years on the Board of Directors before they are eligible for the position).
 - II. **In odd-numbers years:** Vice-President.
- b) In the event that a new President is elected at the Annual General Meeting, the outgoing President shall assume the position of the Past President for a one-year term and shall act as an advisor to the President.
- c) Any member of the Society may nominate another member to be one of the Directors of the Society and such nomination must take place at the Annual General Meeting.

4.10 **Decision** — Elections will be decided by the voting Members at the Annual General Meeting in accordance with the following:

- a) One Valid Nomination -Winner declared by acclamation.
- b) Two or More Valid Nominations -Winner is the nominee receiving the greatest number of votes. In the case of a tie for the greatest number of votes, the tied nominees will take part in a second vote.

Terms

4.11 **Elected Director Terms** — Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

4.12 **Resignation** — Any Director shall be deemed to have resigned upon receipt by the Secretary of a letter of resignation.

- 4.13 **Vacated Office** — The office of any Director will be vacated automatically:
- a) if the Director misses two (2) consecutive meetings without the approval of the President;
 - b) if the Director is found by a court to be of unsound mind;
 - c) upon the Director's death.
- 4.14 **Removal** — Any Director may be removed by Ordinary Resolution of the voting Members in a meeting of the Members or by Ordinary Resolution of the Directors in a meeting of the Board, provided the Director has been given fourteen (14) days-notice and the opportunity to be present and to be heard at the meeting where such an Ordinary Resolution is put to a vote.

Filling a Vacancy on the Board

- 4.15 **Vacancy** — If a Director resigns his/her office, or ceases to be a Member of the Society, his/her office shall be vacated, and the Board may fill the vacancy. The term of the substitute Director will be for the unexpired portion of the term of the Director so substituted.

Meetings of the Board

- 4.16 **Call of Meeting** — The meetings of the Board will be held at any time and place as determined by the President or a majority of the Board.
- 4.17 **Notice** — Written notice, served other than by mail, of Board meetings will be given to all Directors [at least three (3) days prior] to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 4.18 **Number of Meetings** — The Board will hold a minimum of four (4) meetings per year.
- 4.19 **Quorum** — At any meeting of the Board of Directors, a quorum will consist of at least fifty (50) percent of voting Directors holding office.
- 4.20 **Voting** — Each Director, with the exception of the President and the Executive Director, is entitled to one vote. Voting will be by a show of hands, orally or by email unless a majority of Director present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is only entitled to a vote in the event of a tie.
- 4.21 **No Proxies** — Directors may not vote via proxy at meetings of Directors.
- 4.22 **Closed Meetings** — Meetings of the Board will be closed to Members and the public except by invitation of the Board. The Executive Director and Past President may attend and speak at Board meetings but are not entitled to vote.
- 4.23 **Meetings by Remote Communication** — A meeting of the Board may be held by telephone conference call or by means of electronic technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone, video or other technology. Directors who participate in a meeting from a remote location are considered to have attended the meeting.

Powers of the Board

- 4.24 **Powers** — Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society. Without limiting the generality of the foregoing, the Board may:
- a) transact any business, either general or specific, at any meeting of the Board of Directors.
 - b) implement policies, procedures and rules for managing the affairs of the Society;
 - c) implement policies, procedures and rules relating to the registration of Members and shall have the authority to register Members accordingly;
 - d) implement policies, procedures and rules relating to the discipline of Members, and shall have the authority to discipline members accordingly;

- e) implement policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly;
 - f) implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Society and shall have the authority to manage these accordingly;
 - g) establish committees, appoint members of committees, and determine the duties and functions to any committee; and
 - h) appoint or employ such persons as it deems necessary to carry out the work of the Society, including an Executive Director, and determine his/her duties, responsibilities and remuneration.
- 4.25 **Managing the Affairs of the Society** — The Board may make and approve policies, procedures, and manage the affairs of the Society in accordance with the Act and these By-laws.
- 4.26 **Employment of Persons** — The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Society.

Article 5 — BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

- 5.1 **Composition** — The Officers will be comprised of the following: a) President;
- a) Vice President;
 - b) Secretary; and
 - c) Treasurer.
- 5.2 **Duties** — The duties of Officers are as follows:
- a) The **President** shall preside as chairman over all Members' meetings, Special Meetings of Members of the Society, Board Meetings, and meetings of the Executive Committee. The President will also attend to those matters requiring the attention of the Executive members and, subject to the powers and duties of the Board; will oversee the general management of the Society and will have such other powers and duties as may from time to time be delegated to the President by the Board.
 - b) The **Vice President**, in the absence of the President, shall exercise the powers and duties of the President and shall also perform all duties assigned by the President or the Board.
 - c) The **Treasurer** will: Administer the financial affairs of the Society including the supervision and preparation of accounts, the receipt and disbursement of monies, the preparation of financial statements for the Society; and perform such other duties as may from time to time be delegated to the Treasurer by the Board
 - d) The **Secretary** will: Attend all meetings of the Members, Board and Executive and cause to be drafted minutes of all meetings; Provide notices to Directors and Members when so instructed; Be the custodian of the corporate records and corporate seal of the Society; and perform such other duties as may from time to time be delegated to the Secretary by the Board.
- 5.3 **Removal** — An Officer may be removed by Ordinary Resolution of the Board in a meeting of the Board or by Ordinary Resolution of the voting Members in a meeting of the Members, provided the Officer has been given fourteen (14) days' notice and the opportunity to be present and to be heard at the meeting where the Ordinary Resolution is put to a vote.

Executive Committee

- 5.4 **Executive Committee** — The Executive Committee will be comprised of the Officers.
- 5.5 **Authority** — The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these By-laws or may be prescribed from time to time by the Board.
- 5.6 **Executive Director** — The Executive Director may attend meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but is not authorized to vote thereat on any matters in their capacity as Executive Director.

- 5.7 **Call of Meeting** — Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee members.
- 5.8 **Notice** — Written notice, served other than by mail, of Executive Committee meetings will be given to all Executive Committee members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.
- 5.9 **Number of Meetings.** The Executive Committee will hold at least two (2) meetings per year.
- 5.10 **Quorum** — A quorum of the Executive Committee will consist of three (3) of the Executive Committee's voting members.
- 5.11 **Voting** — Each Executive Committee member is entitled to one vote except the Executive Director who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is entitled to a second vote in the event of a tie.
- 5.12 **No Proxies** — Executive Committee members are not entitled to vote via proxy.
- 5.13 **Closed Meetings** — Meetings of the Executive Committee will be closed to Members and the public unless the Board determines otherwise.

Other Committees

- 5.14 **Appointment of Committees.** — The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these the Act or these By-laws.
- 5.15 **Quorum** — A quorum for any committee will be the majority of its voting members.
- 5.16 **Vacancy** — When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's or Committee member's term.
- 5.17 **President Ex-officio** — The President, or designate as appointed by the President, will be an ex-official (non-voting) member of all Committees of the Society.
- 5.18 **Removal** — The Board may remove any member of any Committee.

Remuneration

- 5.19 **No Remuneration** — All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

- 5.20 **Conflict of Interest** — A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

Article 6 — FINANCE AND MANAGEMENT

- 6.1 **Fiscal Year** — The fiscal year of the Society shall end on October 31 each next year.

- 6.2 **Bank** — The banking business of the Society will be conducted at such financial institution as the Board may designate. The Royal Bank of Canada at present.
- 6.3 **Auditors** — The Board may appoint an auditor or auditors to perform a review or audit of the Society's finances as often as deemed necessary.
- 6.4 **Books and Records** — The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept in the office of the Society at 5516 Spring Garden Road, Halifax, Nova Scotia, B3J 3G6 and may be inspected by the Members during regular business hours with prior reasonable notice. The Directors shall see that all necessary books and records of the Association required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept
- 6.5 **Signing Authority** — Cheques shall be signed by any two of the following: President, Treasurer or Administrator. All receipts will be endorsed and credited to an account under the supervision of the Treasurer and or Administrator.
- 6.6 **Contracts** — Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: President, Treasurer, Administrator, or otherwise as prescribed by resolution of the Board of Directors.
- 6.7 **Property** — The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other real or personal property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 6.8 **Borrowing** — The Society may [borrow over \$25,000] as approved by Special Resolution of the voting Members at an Annual General Meeting or Special Meeting.
- 6.9 **Disbursement of Funds** — No Member or employee of the Society will disburse any funds in their keeping belonging to the Society unless authorized policies and procedures are adhered to.
- 6.10 **Intellectual Property** — No person, entity or organization may use the name or any intellectual property of the Society without the prior written authorization of the Board.

Article 7 — AMENDMENT OF BYLAWS

- 7.1 **Voting** — These By-laws may only be amended, revised, repealed or added to by Special Resolution duly passed at an Annual General Meeting or Special Meeting. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.
- 7.2 **Notice in Writing** — Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered and is to be delivered to voting Members thirty (30) days prior to the meeting at which such amendment is to be considered.

Article 8 — NOTICE

- 8.1 **Written Notice** — In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Society, Director or Member, as the case may be.
- 8.2 **Date of Notice** — Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

Article 9 — INDEMNIFICATION

- 9.1 **Will Indemnify** — The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 9.2 **Will Not Indemnify** — The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 9.3 **Insurance** — The Society will, at all times, maintain in force such directors and officer's liability insurance as may be approved by the Board of Directors.