



A by-law relating generally to the conduct of the affairs of
ALBERTA AMATEUR SPEED SKATING ASSOCIATION
(the "Association")

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

1. Definitions

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

- a. "**Act**" means the *Societies Act* R.S.A. 2000 c. S-14 including the Regulations made pursuant to the *Act*, and any statute or regulations that may be substituted or may be enacted to replace those, as amended from time to time;
- b. "**articles**" means the original or restated articles of Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c. "**board**" means the board of directors of the Association and "director" means a member of the board;
- d. "**by-law**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- e. "**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;

- f. **"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. **"Regulations"** means the regulations made under the *Act*, as amended, restated or in effect from time to time; and
- h. **"special resolution"** means a special resolution as defined in the *Act*.

2. Interpretation

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. 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

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

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association must be signed by any two (2) of its directors. 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. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may

certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

5. **Financial Year**

The financial year end of the Association shall be March 31 in each year.

6. **Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Alberta as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board may by resolution from time to time designate, direct or authorize.

7. **Borrowing Powers**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the Association may from time to time:

- a. borrow money on the credit of the Association;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

8. **Delegation and Other Borrowing**

Any such by-law may provide for the delegation of such powers by the board to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

9. Annual Financial Statements and other Information

The Association shall send to the members a copy of the annual financial statements and other documents required under the *Act* or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

In addition, any member of the Association shall be entitled to inspect and that member may make copies, at its expense, of:

- (a) a list of members of the Association and the contact information designated by that member;
- (b) the records of the Association as concerns the number of individuals associated with that member and the fees payable by or paid by that member;
- (c) a list of all individuals of all committees appointed by the member;
- (d) minutes of all meetings of the Association; and
- (e) to the extent not designated as confidential by the board, all minutes of meetings of the board.

10. Members and Membership Conditions

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available to speed skating clubs, associations or bodies (hereinafter, "clubs")

interested in furthering the sport of speed skating in Alberta and who have applied for and been accepted into membership in the Association by resolution of the board or in such other manner as may be determined by the board.

Each member of the Association shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.0 If required by the *Act*, a special resolution of the members is required to make any amendments to this section of the by-laws.

Each member of the Association shall at all times have registered with the Association a mailing address, electronic mail address and telephone number that can be used for giving notices to the member.

11. Membership Transferability

A membership may only be transferred to the Association. **12.**

Members Meeting

The Association shall, at a minimum, hold an annual general meeting in Alberta and at that meeting shall present a financial statement setting out the income, disbursements, assets and liabilities of the Association. Those financial statements shall be audited as required under the *Act* and the Regulations.

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.

Notice of any meeting at which, to the knowledge of the board, a special resolution will be presented shall contain a draft of that special resolution and such information about that special resolution as the board considers necessary.

A special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

The board shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Any such member calling the meeting shall deliver with Notice of that meeting:

- (a) a summary of the business intended to be conducted at that meeting; and
- (b) a draft of any special resolution intended to be presented at that meeting and such information about that special resolution as that member considers necessary.

14. Voting at Members' Meetings

A member entitled to vote at a meeting of members may vote by appointing in writing one or more voting representatives who are required to in turn be individual members of the club that is the member of the Association on behalf of which the voting representative is casting a vote, to attend and act at the meeting on behalf of the member and with the authority conferred by it subject to the following requirements:

- a. The designation of a voting representative is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. The designation of a voting representative may be revoked in writing at any time before or during a meeting of members of the Association; and
- c. The President of the Association cannot serve as a voting representative of any member.

A special resolution of the members is required to make any amendment to the articles or by-laws of the Association to change this method of voting by members at a meeting of members.

15. Membership Dues

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

16. Termination of Membership

A membership in the Association is terminated when:

- a. the club that is the member ceases to exist or is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of this or any other by-law of the Association;
- c. the member resigns by delivering a written resignation to the chair of the board of the Association 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 Association is liquidated or dissolved under the *Act*.

17. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property or to the use of the property of the Association, automatically cease to exist.

18. Discipline of Members

The board has authority to suspend or expel any member from the Association for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
or
- 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 Association.

In the event that the board determines that, subject to the following, a member should be expelled or suspended from membership in the Association,

- d. the president, or such other officer as may be designated by the board, shall provide notice (the length of which shall be set by the board of a duration that is determined by it to be reasonable in all the circumstances) of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion;
- e. 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 period set by the board of a

duration that is determined by it to be reasonable in all the circumstances;

- f. 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 Association; and
- g. 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.

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

19. Discipline of Individuals

The board has authority to suspend, expel or limit the involvement or participation of any individual in the activities of the Association or any of its members, for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Association;
- b. carrying out any conduct which may be detrimental to the Association as determined by the board in its sole discretion;
or
- 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 Association.

In the event that the board determines that, subject to the following, it should suspend, expel or limit the involvement or participation of any individual in the activities of the Association or any of its members,

- d. the president, or such other officer as may be designated by the board, shall provide notice (the length of which shall be set by the board of a duration that is determined by it to be reasonable in all the circumstances) of suspension, expulsion or limit to the individual and to the member to which that individual belongs and shall provide reasons for the proposed suspension, expulsion or limit;
- e. the individual and 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 period set by the board of a duration that is determined by it to be reasonable in all the circumstances;
- f. 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 individual and the member of the suspension, expulsion or limit; and
- g. 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 individual and the member concerning such final decision.

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

20. **Proposals Nominating Directors at Members' Meetings**

Subject to the *Act* or any Regulations thereunder, any proposal may include nominations for the removal or election or both of directors and officers if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

21. **Cost of Publishing Proposals for Annual Members' Meetings**

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.

22. Place of Members' Meeting

Meetings of the members may be held at any place within Alberta determined by the board. In the case of any meeting of members other than the annual general meeting the meeting may be held at any place within Alberta determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Alberta.

23. Persons Entitled to be Present at Members' Meetings

Members, directors and the public accountant of the Association are entitled to be present at a meeting of members. The board may allow any other guests or attendees at any meeting of members. However, only voting representatives of 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.

24. Chair of Members' Meetings

The President shall chair all meetings of members. In the absence of the President, meetings of members shall be chaired by a Vice-President appointed to do so by the board.

In the event that the president of the board and all vice-presidents of the Association are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

25. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the *Act*) shall be not less than 50% plus 1 of the members representing 50% plus 1 of the votes entitled to be cast at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

26. Votes to Govern at Members' Meetings

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 50% plus 1 of the votes cast on the questions. At any in-person meeting of members, at first instance voting shall be done by show of hands. In the event any member calls for a poll of votes, that poll shall be taken. In case of an equality of votes either on a show of hands, on a poll of votes, or on a ballot or on the results of electronic voting, the chair of the meeting shall have a casting vote.

27. Voting Rights at a Members' Meeting

At any meeting of members the votes able to be cast by each member shall be according to the following, based on the number of individual members in each club, association or organization which is a member of the Association:

- a. Small Club - fewer than 50 individuals 1 vote
- b. Medium Club - from 51 to 150 individuals 2 votes
- c. Large Club - over 151 to 250 individuals 3 votes
- d. Very Large Club- over 250 individuals 4 votes

28. Participation by Electronic Means at Members' Meetings

If the board chooses to make available to the Association a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the *Act*. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the *Act*, by means of any telephonic, electronic or other

communication facility that the board has made available to the Association for that purpose.

29. **Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Association call a meeting of members pursuant to the *Act*, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the *Act* and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

30. **Number of Directors**

At each annual general meeting of the Association Members shall elect officers and directors in accordance with this by-law, who when elected (or appointed under this by-law) shall as a group constitute the board.

All individuals elected to a position of officer or director shall each be in turn members of a club which is a Member.

At the annual general meeting nominations for election to any officer or director position may be made prior to or at the meeting.

If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

Subject to the articles and any resolution passed in accordance with this by-law, the board shall consist of a minimum of 3 members and a maximum of 8 members.

31. **Term of Office of Directors and Officers**

At the first election of Directors and Officers following the approval of this by-law, members shall elect by way of secret ballot (in the event a vote is necessary):

- a. for a two-year term:
 - i. a President;
 - ii. a Vice-President Officials Development;
 - iii. a Vice-President Communications; and
 - iv. a Vice-President Marketing;

- b. for a one-year term:
 - i. a Secretary Treasurer;
 - ii. a Vice-President Club and Membership Development;
 - iii. a Vice-President Skater Development; and
 - iv. a director-at-large.

Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected officers and directors shall be elected for two-year terms. Any director or officer finishing his or her term may be elected to a new term in that office or, at any time, a different position, except that no person may serve more than eight (8) consecutive years on the Board.

32. **Skater Representative**

The Board may, as and when it sees fit, itself identify or have the members of the provincial team identify a skater representative who shall not be a member of the board and shall not be an officer of the Association, but who may be consulted on and invited into discussions of the Board or committees of the Association.

33. **Calling of Meetings of Board of Directors**

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

34. **Notice of Meeting of Board**

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 Association not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

35. **Regular Meetings of the Board of Directors**

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.

36. **Votes to Govern at Meetings of the Board of Directors**

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.

37. **Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the *Act*, with such powers as the board shall see fit. Any such committee or advisory body appointed by the board may be made up of members of the board, members of the association, other persons, or any combination of the above.

Every committee shall have Terms of Reference approved by the board. Subject to those Terms of Reference, any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make.

Any committee member may be removed by resolution of the board of directors.

38. Power and Duties of Directors and Officers

In addition to powers under the *Act* and under this by-law, the board shall govern and manage the affairs of the Association. The board, or any committee to which the board may delegate the tasks, to the extent so delegated, shall be the final authority on:

- (a) the conduct of members and individuals associated with members, as concern the Association and the sport of speed skating; and
- (b) the organization of and the rules of speed skating in Alberta.

In addition to any duties of the board as a whole, of individual members of the board and of individual officers under the *Act* and under this by-law, each of these shall:

- (a) conduct themselves honestly and in good faith; and
- (b) act in the best interests of the Association and its members generally.

39. Appointment of Officers

Other than officers elected pursuant to this by-law, the board may designate the offices of the Association, appoint from among their numbers officers on an annual or more frequent basis, specify their duties and, subject to the *Act*, delegate to such officers the power to manage the affairs of the Association.

A director may be appointed to any office of the Association. Two or more offices may be held by the same person.

40. **Description of Offices**

Unless otherwise specified by a by-law or the board (which may, subject to the *Act* modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** - The president shall be a director. The president shall, when present, preside at all meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify.
- b. **Secretary Treasurer** - If appointed, the secretary treasurer shall attend and be the secretary of **all** meetings of the board, members and committees of the board. The secretary treasurer shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary treasurer shall enter or cause to be entered into the Association's financial books all financial transactions of the Association and shall report on those as required by the board, the *Act*, and this by-law; the secretary treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association, including the register of members of the Association.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board requires of

them. The board may from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any officer.

For the purposes of this by-law, any reference to "the board" or "a director" or "the directors" includes the elected and appointed officers under this by-law.

41. Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any director or officer of the Association. Unless so removed, a director or officer shall hold office until the earlier of:

- a. the individual's successor being appointed or elected,
- b. the individual's resignation,
- c. such individual ceasing to be a director (if a necessary qualification of appointment),
- d. removal of the individual by a vote of members pursuant to this by-law; or
- e. such individual's death.

If the office of any officer or the position of any director of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy for the period of the term until the next election of that position.

42. **Indemnity of Directors and Officers**

No officer, director, committee member or member of the Association shall receive remuneration for services provided to or in respect of the Association. The Association shall reimburse officers and directors of the Association for any expenses incurred in carrying out the affairs of the Association.

Directors, officers, and committee members of 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 all costs, charges, and expenses whatsoever that such director, officer or committee member reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them in or about the execution of the duties of their office

The foregoing indemnity does not apply to such liability, charges and expenses as are occasioned by an individual's own dishonest conduct, willful neglect or default.

43. Method of Giving Any Notice

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 Association or in
- b. the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 26 of the *Act*.;
- c. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- d. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

44. Delivery of Notice

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 Association to any notice or other document to be given by the Association may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

45. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

46. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association 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.

47. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association 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.

This by-law and the following by-laws do not apply to discipline proceedings under by-laws 18 and 19, unless the board resolves otherwise in any particular instance.

48. **Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association 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 Association) 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 Alberta. 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.

49. **Costs of Mediation and Arbitration**

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.

50. **By-laws and Effective Date**

Subject to the articles and this by-law, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the earlier of, insofar as permitted under the *Act*, the Regulations or this by-law:

- a. Where permitted by the *Act* or this by-law, the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution;
(If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. D)
- b. The date of the resolution of members (which shall be a Special Resolution as and when required by the *Act*, the Regulations or this by-law); or
- c. The registration of the rescinded, altered or amended by-law with the Registrar under the *Act*.