

REGINA COIN CLUB

BYLAWS - No.5

Voted for adoption by the Regina Coin Club
Board of Directors and signed by George Manz,
President, Chair of the Board, February 15, 2019

REGINA COIN CLUB

BYLAW NO. 5

A Bylaw Relating Generally to the Transaction of the Business and Affairs of the Corporation

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SECTION 1 – Interpretation

1.1 Definitions

In the Bylaws of the Corporation, unless the context otherwise requires:

- (a) "Act" means *The Non-profit Corporations Act, 1995*, SS 1995, c N-4.2 and any statute that may be substituted therefore, as amended from time to time;
- (b) "Articles" means the articles attached to the Certificate of Incorporation of the Corporation as from time to time amended or restated;
- (c) "Board" means the board of directors of the Corporation;
- (d) "Bylaws" means this Bylaw and all other bylaws of the Corporation from time to time in force and effect;
- (e) "Corporation" means the Regina Coin Club;
- (f) "Club" means the Regina Coin Club;
- (g) "Member" means a member as determined in Section 8;
- (h) "Ordinary Resolution" means a resolution passed by a majority of not less than fifty percent (50%) of the votes cast on that resolution;
- (i) "Regulations" means *The Non-profit Corporations Regulations, 1997*, RRS c N-4.2 Reg 1 and any regulation that may be substituted therefore, as amended from time to time;
- (j) "Special Meeting of Members" means a meeting of any class or classes of membership and a Special Meeting of all Members entitled to vote at an annual meeting of Members;
- (k) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution; and
- (l) "Unanimous Member Agreement" means a written agreement among all the Members of the Corporation or among all such Members and a person who is not a Member or a written declaration of the beneficial owner of all of the issued securities of the Corporation, that restricts in whole or in part the powers of the directors to manage the business and affairs of the Corporation, as from time to time amended.

Save as aforesaid, words and expressions defined in the Act and Regulations have the same meanings when used herein. Words importing the singular number include the plural and vice versa. Words importing gender include the masculine, feminine, and neutral genders. Words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator, and legal representative.

1.2 Purpose

The purpose of the Club is to promote the hobby of numismatics and related collecting hobbies.

1.3 Objectives

The objectives of the Club are as follows:

Education	Education of the public and Members on the subject of numismatics
Discussion	Raising awareness of the public on the subject of numismatics
Camaraderie	Promotion of camaraderie amongst the Members and the public
Awareness	Raising awareness among the public on the subject of numismatics

SECTION 2 – Business of the Corporation

2.1 Registered Office

The registered office of the Corporation shall be situated in Saskatchewan at such address as the Board may determine from time to time.

2.2 Corporate Seal

The Board may from time to time adopt a corporate seal which shall be the seal of the Corporation until changed by the Board.

2.3 Financial Year

The financial year of the Corporation may be fixed by the Board and may from time to time be changed by the Board.

2.4 Execution of Instruments

The directors shall have the power from time to time by resolution to appoint any officer or person, on behalf of the Corporation, either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Corporation may, when required, be affixed to contracts, documents or other instruments in writing, signed as aforesaid, by an officer or person, appointed by resolution of the directors.

2.5 Banking Arrangements

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of power as the Board may by resolution from time to time prescribe.

SECTION 3 – Borrowing and Securities

3.1 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles and any Unanimous Member Agreement, the Board may from time to time on behalf of the Corporation, without authorization of the Members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation whether secured or unsecured;
- (c) to the extent permitted by the Act, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all of any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

3.2 Delegation

The Board may from time to time delegate to a committee of the Board, a director or an officer of the Club or any other person as may be designated by the Board all or any of the powers conferred on the Board by Section 3.1 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

SECTION 4 – Directors

4.1 Number of Directors

Subject to the Articles, the number of directors shall be fixed or changed from time to time by Ordinary Resolution of the Members and until fixed or changed shall be the minimum number permitted by the Articles. (7-12)

4.2 Quorum of Directors

The quorum for the transaction of business at any meeting of the Board shall be fifty percent (50%) plus one of the directors' present at any properly called meeting of the Board or such greater number as the Board may from time to time determine.

4.3 Qualifications

A director who is otherwise qualified under the Act will be a Member. All of the directors shall be resident Canadians, and the majority of directors shall be resident in Saskatchewan.

4.4 Election and Term

The election of directors and the election of one (1) of such elected directors as the Chair of the Board and one (1) of such elected directors as the Vice-Chair of the Board, shall take place at each annual meeting of Members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors or the Members otherwise determine. Where the Members adopt an amendment to the Articles to increase the number or minimum number of directors, the Members may, at the meeting at which they adopt the amendment, elect the additional number of directors authorized by the amendment. The election of directors shall be by Ordinary Resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.5 Removal of Directors

Subject to the Act, the Members may, by Ordinary Resolution passed at a meeting specially called for such purpose, remove any director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

4.6 Vacation of Office

A director ceases to hold office when he dies, he is removed from office by the Members, he ceases to be qualified for election as a director, fails to attend three (3) successive properly called meetings of the Board or his written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later. The Board may grant directors special permission to miss 3 or more successive meetings ahead of time for compelling reasons.

4.7 Filling Vacancies

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or minimum number of directors or from a failure of the Members to elect the number or minimum number of directors. In the absence of a quorum of the Board, or if the vacancy has arisen from one of the foregoing exceptions, the Board shall forthwith call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting. If a minimum and maximum number of directors is authorized and less than the maximum number of directors is in office, the Board or the Members may from time to time appoint additional directors until the maximum is reached.

4.8 Action by the Board

Subject to any Unanimous Member Agreement, the Board shall manage the business and affairs of the Corporation. The powers of the Board may be exercised at a meeting (subject to Sections 4.9 and 4.10) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

4.9 Meeting by Electronic Means

A director may participate in a meeting of the Board or of a committee of the Board by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

4.10 Time and Place of Meeting

Meetings of the Board may be held at such time and at such place as the Board, the Chair of the Board, or any two directors may determine.

4.11 Notice of Meetings

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.1 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting, except where the Act requires such purpose or business to be specified, including, if required by the Act, any proposal to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) approve any annual financial statements mentioned in section 142 of the Act; or
- (d) adopt, amend or repeal the Articles or Bylaws.

4.12 Waiver of Notice

A director may in any manner waive a notice of a meeting of directors; and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.13 First Meeting of New Board

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

4.14 Adjourned Meeting

If, within 30 minutes after the time appointed for a meeting of the Board, a quorum is not present, the meeting will stand adjourned until such time and at such place as the Chair may determine. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.15 Regular Meetings

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 shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings, except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

4.16 Resolution in Lieu of Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. Any resolution in writing signed by all of the directors entitled to vote thereon at a meeting may be so signed in counterparts. A copy of every resolution referred to above shall be kept with the minutes of the proceedings of the directors or committee of directors.

4.17 Chair

The person elected as Chair of the Board pursuant to section 4.4 of this Bylaw, or, in his or her absence, a Vice-Chair elected pursuant to that section, shall be chair of any meeting of directors and, if he or she is not present, the directors present shall choose any one of their number to be chair.

4.18 Voting

Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair will cast the deciding vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without the number or proportion of the votes recorded in favor or against such resolution.

4.19 Conflict of Interest

A director or officer who is a party to, or who is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation, shall disclose the nature and extent of his or her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or Members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or Members. Such a director shall not vote on any resolution to approve the same except as provided by the Act.

4.20 Remuneration and Expenses

Subject to any Unanimous Members Agreement, the directors shall not receive remuneration for services to the Corporation as directors. The directors may receive reimbursement for reasonable expenses incurred or advances made on behalf of the Corporation as directors. Such director shall not be entitled to vote upon any resolution of the Board with respect to reimbursement of reasonable expenses or advances.

SECTION 5 – Officers

5.1 Appointment

Subject to any Unanimous Member Agreement, officers may be appointed by the directors. The offices to be filled and duties of such officers shall be those designated by the directors and, unless and until duties are designated, shall be those usually pertaining to such offices. Where a person has more than one office, each office shall be deemed separate from the others and an officer may sign documents or describe him or herself by any one or more of the offices which he or she holds, or he or she may use the name of all offices held by him or her. Until new officers are elected or appointed following the election of a new Board, the then incumbents shall continue to hold office until new officers are appointed by the directors.

5.2 Term of Office

The Board may at any time, in its discretion, remove any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his or her successor is appointed.

5.3 Terms of Employment and Remuneration

The terms of employment and remuneration of officers appointed by the Board shall be settled by the Board from time to time.

5.4 Conflict of Interest

An officer shall disclose his or her interest in any material contract or proposed material contract with the Corporation in the same manner as directors under section 4.19 of these Bylaws.

5.5 Agents and Attorneys

The Board shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

5.6 Fidelity Bonds

The Board may require such officers of the Corporation as the Board deems advisable to furnish bonds to the Corporation for the faithful discharge of their powers and duties in such form and with such surety as the Board may from time to time determine. These duties include, *inter alia*, delivery of all property of the Corporation in the officer's possession.

Section 6 – Committees and Advisory Bodies

6.1 Committees of the Board

The Board may appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise. All committees formed by the Board shall contain at least two (2) members, one of whom is a member of the Board.

6.2 Advisory Bodies

The Board may from time to time appoint such advisory bodies as it may deem advisable.

6.3 Procedure

Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its committee members, to elect its chair and to regulate its procedure.

6.4 Transaction of Business

Subject to the provisions of the Act, any Unanimous Members Agreement or these Bylaws, the powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all committee members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

SECTION 7 - Protections of Directors, Officers, and Others

7.1 Limitation of Liability

Every director and officer of the Corporation in exercising their individual powers and discharging their individual duties, shall act honestly and in good faith with a view to the best interests of the Corporation, exercising the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any individual with whom any moneys, security, or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by the error of judgement or oversight on this individual's part, or for any other loss, damage, or misfortune which shall happen in the execution of the duties of this individual's office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations or from liability for any breach thereof.

7.2 Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, or an individual who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor (or an individual who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and the individual's heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by an individual in respect to any civil, criminal, or administrative action or proceeding to which the individual is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- (a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that individual's conduct was lawful.

The Corporation shall also indemnify such person in any other circumstances as the Act permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

7.3 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any individual referred to in Section 7.2 against any liability incurred by such a person in his or her capacity as a director or officer of the Club or of another body corporate where an individual acts or acted in that capacity at the Corporation's request.

SECTION 8 – Members

8.1 Membership

Subject to the Articles, there shall be two (2) classes of Members in the Corporation, as follows:

- (a) Regular Voting Members;
Restrictions: None
and
- (b) Non-Voting Members
Restrictions: Non-voting

Membership in the Corporation shall be available only to individuals who have applied for and been accepted into membership in the Corporation in such manner as determined from time to time and in the sole and absolute discretion of the Board, and who meet the membership criteria described below:

- (i) Interested in the hobby of numismatics; and
- (ii) Payment of the membership fee stipulated from time to time by the Board.

8.2 Membership Fees

The board may from time to time prescribe membership fees for Members of the Corporation.

8.3 Termination of Membership

A membership in the Corporation is terminated when:

- (a) The Member dies;
- (b) The Member's membership fees have not been paid for a period of three (3) months;
- (c) The Member conducts themselves in an unbecoming manner, as determined by the Board and approved by Ordinary Resolution of the Members.
- (d) The Corporation is liquidated or dissolved.

SECTION 9 – Meetings of Members

9.1 Members Meetings

The annual meeting of the Members shall be held at such time and, subject to Section 9.3, at such place as the Board or the Chair of the Board may from time to time determine, for the purpose of:

- (a) Consideration of the financial statements, as required by the Act;
- (b) Consideration of the reports, as required by the Act;
- (c) Election of Directors, including the Chair of the Board;
- (d) Appointment, or waiving appointment, of an auditor to review the financial statements of the Corporation for the ensuing year;
- (e) If the auditor is waived, a reviewer may be appointed;
- (f) Subject to (e), appoint a reviewer, and consider waiver of Non Member status;
- (g) Transaction of such other business as may properly be brought before the meeting.

9.2 Special Meetings

A Special Meeting of Members shall be held at such place and time as the Board or the Chair of the Board determines, from time to time.

9.3 Place of Meetings

The annual meeting of the Members or a Special Meeting of Members shall be held at the principal business office of the Corporation, or at such other place within Saskatchewan as the Board or the Chair of the Board determines, from time to time.

9.4 Notice of Meetings

Notice of the time and place of each annual meeting of Members or a Special Meeting of Members shall be given in the manner provided in Section 10.1 not more than fifty (50) days nor less than fifteen (15) days before the date of the meeting to each director, to the auditor if one is selected, and to each Member who, at the close of business on the record date for notice, is entered in the membership register as Member.

Notice of a meeting of Members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting. A Member may in any manner waive notice of or otherwise consent to a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such Member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.5 List of Members Entitled to Notice

For every annual meeting of Members or a Special Meeting of Members, the Corporation shall prepare a list of Members entitled to receive notice and, if in good standing, vote at the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to Section 9.4, the Members listed shall be those registered at the close of business on such record date. If no record date is fixed, the Members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any Member during usual business hours at the registered office of the Corporation or at another place designated by the Corporation from time to time.

9.6 Meetings Without Notice

A meeting of Members may be held without notice at any time and place permitted by the Act:

- (a) if all the Members entitled to vote thereat are present in person or duly represented, or if those not present or represented waive notice of or otherwise consent to such meeting being held; and
- (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held;

so long as the Members, auditors, or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. At such a meeting, any business may be transacted which the Corporation at a meeting of Members may transact.

9.7 Chair of Members Meetings

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote at the annual meeting of Members or a Special Meeting of Members shall choose one (1) of their Members to chair the meeting of Members.

9.8 Persons Entitled to be Present

The only persons entitled to be present at the annual meeting of Members or a Special Meeting of Members shall be those entitled to notice of the meeting and others who, although not entitled to notice, are entitled or required under any provision of the Act, the Articles, or the Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

9.9 Quorum

A quorum at any meeting of the Members shall be ten percent (10%) of the Membership. Quorum is counted as those present and entitled to vote. Those who are present at the meeting and ineligible to vote do not count toward Quorum.

9.10 Right to Vote

Every person named in the list referred to in Section 9.5 shall be entitled to vote at the meeting in accordance with the following:

- (a) each Voting membership shall entitle a Member to receive notice of, attend and have one (1) vote at all meetings of the Members of the Corporation, which may only be exercised as long as the Member is in good standing with the Corporation as determined by the Board;
- (b) a Member who not in good standing is entitled to receive notice of and attend a meeting of Members, but shall not be entitled to vote at such meeting except in accordance with the Act;
- (c) if a Member is not in good standing with the Corporation, such Member may request the Board to provide a statement of fees owing by the Member to the Corporation and pay such fees at any time prior to the commencement of the meeting at which such Member would otherwise be entitled to vote, and upon confirmation of payment by the Board, such Member shall be deemed to be in good standing and entitled to vote at such meeting of Members.

9.11 Votes to Govern

At any meeting of Members, every question shall, unless otherwise required by the Articles or Bylaws or by law, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to a second or casting vote.

9.12 Show of Hands

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

9.13 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair may require a ballot or any person who is present and entitled to vote on such question at the meeting, may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each Member present and entitled to vote shall be entitled, to one (1) vote at the meeting upon the question, and the result of the ballot so taken shall be the decision of the majority of the Members upon the said question.

9.14 Adjournment

The chair at a meeting of Members may, with the consent of the majority of the Members present and entitled to vote and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. Subject to the Act, if a meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

9.15 Resolution in Writing

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 the Members, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditor in accordance with the Act. Any resolution in writing signed by all of the Members entitled to vote thereon at a meeting may be so signed in counterparts.

9.16 Only One Member

Where the Corporation has only one Member, the Member present in person or duly represented constitutes a meeting.

SECTION 10 – Notices

10.1 Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Regulations, the Articles, the Bylaws, or otherwise to a Member, director, officer, auditor, or member of a committee of the Board shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given, and a notice so delivered shall be deemed to have been given when it is delivered personally;
- (b) if mailed to his or her recorded address, and a notice so mailed shall be deemed to have been given as of the day of the notice being deposited in a post office or public letter box as listed on the official post date of the notice; or
- (c) if sent via email or by other electronic means if delivered to his or her email or electronic address as provided to the Corporation upon application for membership, and a notice so electronically delivered shall be deemed to have been given on the date it is sent to the recorded email or electronic address.

The recorded address, email address, or contact information of any Member, director, officer, auditor, or member of a committee of the Board may be changed, or caused to be changed, in accordance with any information believed to be reliable.

10.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

10.3 Omissions and Errors

The accidental omission to give any notice to any Member, director, officer, auditor, or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.4 Signature to Notices

The signature to any notice or demand may be written, stamped, typewritten, printed, or partly written.

10.5 Proof of Service

A certificate of the Chair of the Board of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, director, officer, auditor or member of a committee of the Board, or in relation to the publication of any notice, shall be conclusive evidence thereof and shall be binding on every Member, director, officer, auditor, or member of a committee of the Board of the Corporation, as the case may be.

10.6 Waiver of Notice

Any Member, director, officer, auditor, or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the Regulations, the Articles, the Bylaws, or otherwise and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any defect in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of Members or of the Board or a committee of the Board which may be given in any manner.

SECTION 11 - Winding Up

11.1 Winding up.

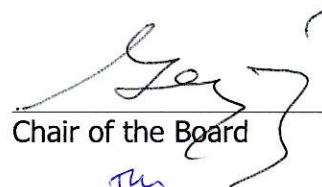
In the event of the dissolution of the Corporation, its property and assets, after payment of all liabilities, will be donated to a charity with a purpose and objectives similar to the Corporation, as outlined in Sections 1.2 and 1.3 from time to time.

SECTION 12 – Effective Date


12.1 Effective Date

Subject to its confirmation by the Members in accordance with the Act, this Bylaw shall come into force on the date it is passed by the directors.

Enacted by the Board the 15th day of February, 2019.


Chair of the Board

Confirmed by the Members, in accordance with the Act, the 15th day of March, 2019.


Chair of the Board

