

MANITOBA TRACK AND FIELD ASSOCIATION INC.
ADOPTED OCTOBER 8, 2003

BY-LAWS

SECTION 1
DEFINITION AND INTERPRETATION

- 1.1 Definitions: In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:
- a. "Act" means the Manitoba Companies Act and any act that may be substituted therefore, as from time to time amended.
 - b. "Board" means the Board of Directors of the Corporation.
 - c. "Branch" means those provincial or regional organizations that are duly affiliated in accordance with the By-laws of the National Association.
 - d. "By-laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect.
 - e. "MTFA", "the Corporation", "Association" and "Athletics Manitoba" mean the corporate body Manitoba Track and Field Association.
 - f. "Directors" means the directors of the corporation from the time being.
 - g. "IAAF" means the corporate body, International Association of Athletics Federations.
 - h. "Letter Patent" means the letters patent of incorporation of the Corporation, as from time to time amended.
 - i. "Meeting of members" means an annual general or special general meeting of members.
 - j. "Members" means all persons having membership in the Corporation.

k. “Recorded Address” means, in case of a member, the address as recorded in the register of members and, in the case of a director, officer or auditor of the Corporation, or any other person, the address as recorded in the records of the Corporation (and where no address is so recorded), then the last address of such director, officer, or auditor known to the Secretary of the Corporation.

l. “Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.5 of this By-law or by a resolution passed pursuant thereto.

m. “Track and Field” means track and field athletics, road running, race walking and cross country running.

Save as aforesaid words and expressions defined in the Act have the same meanings when used herein.

- 1.2 General: In this By-law and all other By-laws and resolutions of the Corporation, the word “person” shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities.

SECTION 2 BUSINESS OF THE CORPORATION

- 2.1 Head Office: Subject to change By-law, (the Head Office of the Corporation shall be situated in the City of Winnipeg, in the Province of Manitoba).
- 2.2 Corporate Seal: The seal, an impression whereof is imprinted adjacent hereto, shall be the corporate seal of the Corporation.
- 2.3 Financial Year: The financial year of the Corporation shall commence on April 1 and terminate on March 31 of the following year.
- 2.4 Banking Arrangements: The banking business of the Corporation, or any part thereof, shall be transacted on the Corporation’s behalf by such officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

- 2.5 Execution of Instruments: Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons to sign and deliver on behalf of the Corporation either contracts, documents and instruments in writing generally or specific contracts, documents and instruments in writing.
- a. The seal of the Corporation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.
 - b. The term “contract, documents and instruments in writing” as used in this By-law shall include, but is not limited to, deeds, transfers, licenses, documents and engagements.
- 2.6 **Enactment, Amendment and Repeal of By-Laws:** By-Laws of the Corporation may be enacted and the By-Laws repealed or amended By-Laws enacted, by a majority of the votes cast at a meeting of the Board and sanctioned by two-thirds of the votes cast at a meeting of members duly called for the purpose of considering the said By-Laws

SECTION 3 AUTHORITY OF THE ASSOCIATION

- 3.1 The MTFA shall govern the sport of track and field in Manitoba in accordance with the authority granted by the National Association. This authority includes exercise of the following powers:
- a. Represent Manitoba nationally
 - b. Establish provincial goals for the sport and promote the attainment of those goals.
 - c. Serve as the coordinating body for high performance, developmental and participation athletics in Manitoba.
 - d. Exercise jurisdiction over provincial track and field (athletics) activities held in Manitoba and sanction provincial track and field (athletics) competitions held in Manitoba.
 - e. Select individuals to represent Manitoba in national track and field (athletics) competitions.

- 3.2 The Association shall be autonomous in its governance of the sport of track and field in the Province, in that it independently shall determine and control all matters central to such governance, shall not delegate such determination and control, and shall be free from outside restraint. This provision shall not be construed as preventing the Association from contracting with third parties for administrative assistance and support in connection with its purposes.

SECTION 4 MEMBERSHIP

- 4.1 Classes of Membership: The classes of membership of the Association shall be divided into (1) Individual club members, (2) Unattached individuals, (3) School Clubs, (4) Clubs, (5) Affiliated members, (6) Supporting members.
- 4.2 Member Clubs: A member club is a club that is duly registered with the Association. The Association shall have the responsibility and jurisdiction over the clubs in Manitoba as has been delegated to them by the National Association.
- 4.3 Individual Members: An individual member is an individual who has registered with the Association as:
- a. an Athletic Member – a person who has registered in order to be eligible for competition.
 - b. an Associate Member – a person who has registered in order to assist in the promotion of track and field.
 - c. the branch shall have the responsibility and jurisdiction over Manitoba as has been delegated to them by the National Association.
- 4.4 School Club: Registration under the category of “school club” will involve a once per year fee for each club. This fee will cover all athletes listed on club registration forms regardless of the number. Athletes may be added to the list at any time during the year at no additional cost provided that they are from the same school.
- a. Notwithstanding point 4.4 Regional School Clubs composed of more than one school located in a region will be permitted provided that each school consents in writing to being part of the club and that schools in the Regional

School Club may not register as individual School Clubs in that membership year.

- 4.5 Affiliated Members: an affiliated member is a provincially known registered organization who may be interested in the promotion, assistance, or study of track and field in Manitoba and who cooperates with the Association in the promotion of track and field.
- 4.6 Supporting Members: a supporting member is an individual who has registered with the Association as:
- a. Sustaining Members – individuals who make an annual financial contribution to further the aims and objectives of the Association.
 - b. Life Members – individuals who make a single financial contribution to further the aims and objectives of the Association.
 - c. Corporate Patrons – companies who make an annual financial contribution to further the aims and objectives of the Association.
 - d. Provincial Team Alumni Members – former Provincial Team Members who make an annual financial contribution to further the aims and objectives of the Association.
 - e. Sport Alumni Members – former track and field participants (former competitors, officials, administrators) who make an annual financial contribution to further the aims and objectives of the Association.
 - f. Patrons – individuals who annually make significant financial contributions to further the aims and objectives of the Association.
 - g. Honorary Life Members – individuals who have made an outstanding contribution to the Association.
- 4.7 Supporting members and affiliated members shall be deemed not to be members of the Corporation for the purposes of Sections 5, 6.7, 10.1, and 11 of this By-law.
- 4.8 Dues: The Board of Directors shall determine from time to time the annual dues payable by the various classes of membership and the single financial contribution due to be a Life Members.
- a) In the event that any member shall at any time neglect or fail to pay his annual or special dues or fees when the same are payable, the Secretary shall, at the direction of the Board, send a written demand for payment of the said dues or fees by registered mail.

- b. Termination of membership for any reason shall not relieve any member of his obligations to pay annual or special dues then due or accruing due.
- 4.9 Qualification for Membership: The Board of Directors may from time to time by resolution prescribe such forms of application for membership containing such terms and conditions as the Board shall deem appropriate in the circumstances.
- 4.10 Resignation: Any individual or supporting member may withdraw from the Corporation at any time by giving written notice to that effect to the Secretary of the Corporation. A Club or affiliated member must give 12 months notice in writing to the Secretary of the Association of its resignation and such resignation must be approved, in accordance with the By-laws of such member.
- 4.11 Termination of Membership: Membership in the Corporation shall automatically terminate if the member neglects or fails to pay any dues or fees payable by him within thirty (30) days of the date that the Secretary sends a written demand for payment in accordance with the provisions of Section 4.9, or, if in the case of an individual, if the member dies, becomes bankrupt, or is found to be a mentally incompetent person or if, in the case of any other type of member, the existence of the member is terminated for any reason whatsoever.
- 4.12 Membership Responsibility: Any member who accepts membership in the Association shall be deemed to have undertaken to abide by the provisions of the By-laws and Regulations of the Association.
- 4.13 Suspension and Expulsion: Any violation of the By-laws, rules and regulations of the Association by a member shall render such member liable to suspension or expulsion by the Board of Directors. In the event a member is suspended or expelled by a resolution of the Board of Directors, such member may appeal to the Appeals Committee which may allow or dismiss the Appeal by a majority vote of the Committee members present.
- 4.14 The affairs of Athletics Manitoba shall be governed in accordance with the provisions of the By-laws, rules and regulations of the National Association and Provincial Association insofar as the same are applicable.

SECTION 5 MEETING OF MEMBERS

- 5.1 Place and Time of Meetings: Meetings of members shall be held at the head office the Corporation or at such other place on such day at such time as the Board may from time to time determine.
- 5.2 Annual General Meeting: The Annual General Meeting of the members of the Association shall be held at the head office of the Corporation or elsewhere in Manitoba as the Board of Directors may designate, on the second Wednesday of October, unless such a time and date shall be changed by the Board of Directors.
- 5.3 Special General Meetings: The Board of Directors have the power to call at any time, a special general meeting of the members of the Corporation.
- a) The Board of Directors on receipt of a request in writing, stating the reason, from at least 3 member clubs shall call a special general meeting. The President of the Association shall fix a date for such meetings within 30 days of receipt of such a request and then send written notice of such meeting a full 30 days prior to the meeting.
- 5.4 Notice of Meeting: Thirty days prior, written notice shall be given to each voting delegate of any Annual General Meeting, General Meeting or Special General Meeting. In the case of a Special General Meeting, the general nature of the business to be transacted at such meeting shall be given to each voting delegate.
- 5.5 Waiver of Notice: Notice of any meeting or any irregularity in any meeting, or in the notice thereof, may be waived by any member of the Corporation.
- 5.6 President: The President of the Association, if present, shall be the Chairman of any general meeting of members. If the President is not present within fifteen minutes from the time fixed for holding the meeting, the members present at any meeting of members shall choose one of their number to be Chairman of the meeting.
- 5.7 Quorum: Ten persons present in person at the general meeting representing at least 15 votes shall constitute a quorum.

- 5.8 Proxies: Proxy voting is not permitted.
- 5.9 Vote-Club Member: Each member-club within the Association shall be entitled to one or more voting members at the Annual Meeting or Special General Meetings of the Association in accordance with the following:
- a) Clubs with 20 or less individual athletic or individual associate members holding cards – 1 vote.
 - b) Clubs with 21 to 40 individual athletic or individual associate members holding cards – 2 votes.
 - c) Clubs with 41 to 60 individual athletic or individual associate members holding cards – 3 votes.
 - d) Clubs with 61 to 80 individual athletic or individual associate members holding cards – 4 votes.
 - e) Clubs with 81 to 100 individual athletic or individual associate members holding cards – 5 votes.
 - f) When individual athletic or individual associate members holding card exceeds 100, Clubs shall be given one additional vote when reaching the following thresholds: 101, 121, 141, 161, etc.
 - g) Membership shall be based on Athletics Manitoba's record as of August 31 prior to the Annual General Meeting.
- 5.10 Vote – Board of Directors: Each member of the Board of Directors shall be entitled to attend any general meeting of the Association and shall be entitled to have one (1) vote thereat.
- 5.11 Individual Members: Individual members may attend any general meeting of the Association in the capacity of observers, but shall not be entitled to vote thereat on any resolution.
- 5.12 Voting: At all general meetings of the members of the Association every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporation Act or by these By-laws.
- 5.13 Whenever any questions arise which the President of the Association considers should be put to a vote of the members but which in his judgement does not require a Special General Meeting, the President or the Secretary may make a written submission of such question to the members for their decision. The question thus presented shall be decided according to a

majority of the votes received on or before the expiration date fixed in such written submission, provided that at least 30% shall have been cast.

SECTION 6 QUALIFICATION AND ELECTION OF DIRECTORS AND OFFICERS

- 6.1 Number of Directors: The Board shall consist of not more than fifteen (15) elected Directors and not less than ten (10.)
- 6.1.1 Notwithstanding the limits of Section 6.1, one position of the Board of Directors shall be filled by the representative of the Athlete's Council.
- 6.1.2 Notwithstanding the limits of Section 6.1, one position of the Board of Directors shall be filled by the representative of the Manitoba Track and Field Official's Association.
- 6.1.3 Notwithstanding the limits of Section 6.1, one position of the Board of Directors shall be filled by the representative of the Athletics Manitoba Coaching Association.
- 6.2 Officers: The Officers of the Corporation shall be the President, the Vice-President, the Secretary, and the Treasurer and such other Officers as the Board of Directors may determine from time to time. All officers shall be Directors of the Corporation and they shall cease to be Officers if they cease to be Directors.
- a) The Officers shall be elected by the Board.
- b) The term of the President shall not exceed four (4) consecutive years.
- 6.3 Eligibility to Serve as a Director of Officer: Directors and Officers must be individual athletic or associate members of the Association, who are not employees of the MTFA or the CTFA.
- 6.6 Re-Election: Each Director shall be eligible for re-election if otherwise qualified.
- 6.7 Vacation of Office of Director: A Director shall cease to be a Director:
- a) If he resigns his office by delivering a written resignation to the Secretary of the Association.

- b) If his current memberships with the Association expires and he fails to renew the same.
 - c) If he becomes ill so he is unable to fulfil his duties.
 - d) If he is found to be a mentally incompetent person.
 - e) If he becomes bankrupt or suspends payments or compounds with his creditors.
 - f) If the members of the Corporation, by resolution passed a majority of three-quarters of the votes cast at a Special General Meeting duly called for that purpose remove him from office; or
 - h) On death of the Director.
 - i) If the members of the Corporation miss three consecutive meetings, and is removed by a majority of votes.
- 6.8 Any Director ceasing to be a Director of the Corporation also ceases to be an Officer of the Corporation.
- 6.9 Vacancy: So long as a quorum of Directors remain in office, any vacancy occurring in the Board may be filled by a member of the Corporation appointed by the remaining Directors by a resolution passed by a majority vote. A Director so elected shall hold office for the remainder of the former Director's term.
- 6.10 Remuneration of Directors and Officers: The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such.
- a) The remuneration of all Officers, agents, solicitors and employees of the Corporation shall be fixed by the Board by resolution and nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving remuneration thereof. If any Director of the Corporation shall be a member of a firm or a shareholder, director, officer, or employee of a corporation which is employed by or performs services for the Corporation, the fact of his being a Director of the Corporation shall not disentitle such Director of such firm or corporation, as the case may be, from receiving proper remuneration for such services.
 - b) A Director as such and any Officer, agent, attorney, or employee may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

SECTION 7
MEETING OF DIRECTORS

- 7.1 Quorum: A majority of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.
- 7.2 Number of Meetings: Meeting of the Board of Directors shall be held at least four times a year, and may be convened by the President or Executive Director at any time or place.
- 7.3 Place of Meeting: Meetings of the Board may be held at any place within or outside of Manitoba.
- 7.4 Notice of Meeting: Notice of any meeting of the Board shall be given to each Director by mail at least 14 days before each meeting with a copy of the agenda containing the business to be discussed. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice of otherwise signified their consent to the meeting being held in their absence.
- 7.5 No Notice of Meeting Required: For the first meeting of the Board held immediately following the election of Directors at an annual or general meeting of the members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order to constitute the meeting, provided that a quorum of the Directors is present.
- 7.6 Waiver of Notice: Notice of any meeting of the Board or any irregularity in any notice of meeting thereof may be waived by any Director.
- 7.7 President: The President, and in his absence, the Vice-President, shall be the Chairman of any meeting of the Board. If neither Officer is present, the Directors present shall choose one of their number as Chairman.
- 7.8 Majority of Votes: Every question arising at any meeting of Directors shall be decided by a majority of votes cast on the question. In the case of an

equality of votes, the Chairman does have a second or casting vote and the motion is defeated.

- 7.9 Voting: A declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie proof of the fact without proof of the number or proportion of the vote recorded in favour of or against such resolution.
- 7.10 Resolutions: Resolutions proposed at a meeting of the Board or committees established by the Board must be seconded and the Chairman of a meeting may move or propose a resolution.
- a) A resolution in writing, signed by all Directors and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.
- 7.11 Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and of such regular meetings no notice need be sent.
- 7.12 Where not directed by the constitution, by-laws or corporate law, meetings be conducted by the latest edition of Robert's Rules of Order and that a copy be present at each Board, Executive, Special and Annual General Meeting.

SECTION 8 POWERS OF DIRECTORS

- 8.1 General: The Board of Directors may administer the affairs of the Corporation in all things and make cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, any exercise all such other powers and do all such acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- a) No rule made by the Association in a general meeting invalidates a prior act of the Board.

- 8.2 Expenditures: The Board shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to one or more Officers of the Corporation the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into an arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

SECTION 9 DUTIES OF OFFICERS

- 9.1 The President of the Association: The President of the Association shall be the chief representative of the Association, shall preside at all meetings of the Association, shall be responsible for the operation of the Board of Directors, and shall exercise such other powers as conferred upon him by the By-laws and the Board of Directors of the Association.
- 9.2 Vice-President of the Association: The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the Chairman and shall perform such other duties as may from time to time be prescribed by the Board.
- 9.3 Secretary: The Secretary shall, when present, act as Secretary of all meetings of Directors and members and shall have charge of the minute books of the Corporation and the documents and registers required to be maintained under the Act. He shall give or cause to be given notices of all meetings of members and of the Board. He shall be custodian of the seal of the Corporation and shall affix the same to any instrument requiring the same. He shall certify all documents of the Corporation which require certification. In addition, he shall perform such other duties as may from time to time be prescribed by the Board.
- 9.4 Treasurer: The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board shall direct. He shall disburse the funds of the

Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and the Board whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall keep or cause to be kept accounting records in accordance with the Act. He shall perform such other duties as may from time to time be prescribed by the Board.

SECTION 10 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 10.1 Indemnity: Every Director of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, any, with the consent of the members given at any meeting of members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) All costs, charges, and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any acts, deed, matter or thing whatsoever, made, done, or permitted by him in or about the executive of the duties of his office; and,
 - b) All other costs, charges, and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as occasioned by his own willful neglect or default.
- 10.2 Limitation of Liability: No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer of employee or for joining in any receipt or act for conformity or for loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities, or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the

duties or his respective office or trust or in relation thereto unless the same happen by or through his own willful act or through his own willful neglect or default.

- 10.3 Responsibility for Corporate Act: The Director for the time being of the Corporation shall be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

SECTION 11 AUDITORS

- 11.1 Appointment of Auditors: The members of the Corporation shall at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and if an appointment is not made, the auditors in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of the auditor.
- 11.2 Removal: The members of the Corporation, by a resolution passed by at least two-thirds of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor of the Corporation before the expiration of his term of office and shall by a majority of the votes cast at that meeting appoint another auditor in his stead for the remainder of this term.
- 11.3 Remuneration: The remuneration of an auditor appointed by the members shall be fixed by the Board.

SECTION 12 CONFLICT OF INTEREST

- 12.1 Any individual representing the Corporation or who has a financial arrangement with the Corporation or is a member of any of its committees, shall not participate in the evaluation or approval of a contract with a supplier to furnish goods or provide services to the Corporation, if that

individual directly or indirectly benefits, financially or otherwise receives any form of compensation form, or has any interest in any supplier under consideration.

Or any individual representing the Corporation who exercise regulatory, inspectionary and/or discretionary control over others must not give or appear to give preferential treatment to:

- i) family members, friends, business associates and/or former business associates
- ii) a private or public body such as a municipal council, educational institution, club or volunteer organization of which they are or were a member.

12.2 Each individual referred to in By-law 12.1 shall, upon learning that the Corporation is proposing to enter into an arrangement in which he has financial interest as aforesaid, shall promptly notify the chairman in writing of the existence of such interest and the Chairman, in turn, shall disclose such interest to the Corporation bodies involved in considering entry into the arrangement.

12.3 In the event of a violation of the By-law 12.2, the Corporation shall have the right to recover such benefit or payment from that member personally and to void the contract or transaction.

12.4

SECTION 12 BORROWING

13.1 The Directors may and they are hereby authorized from time to time to:

- a) Borrow money upon the credit of the Association.
- b) Limit or increase the amount to be borrowed.

13.2 The Directors may from time to time by resolution delegate to the President together with the Secretary or to any two officers of the Association all or any of the powers conferred on the Directors by Section 13.1 to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

- 13.3 The powers hereby conferred shall be deemed to be in supplement of, and, not in substitution for, any powers to borrow money for the purpose of the Association possessed by its Directors or Officers independently of a borrowing By-law.

SECTION 14 NOTICES

- 14.1 Method of Giving Notices: Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the By-laws or otherwise to a member, Director, Officer, or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by means of prepaid transmitted or recorded communication. 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 sent by 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 or auditor in accordance with any information believed by him to be reliable.
- 14.2 Signature to Notices: The signature to any notice or demand may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
- 14.3 Omissions and Errors: The accidental omission to give any notice to any member, Director, Officer, or auditor, 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 and any such person may at any time waive any such notice and, in respect of a meeting held pursuant thereto, may ratify, approve and confirm any or all proceeding thereat.

SECTION 15

15.1 Upon the coming into force of the within By-law, all previous By-laws shall be and hereby rescinded.

Passed by the Board this day of 19 .

WITNESS the corporate seal of the Corporation.