

CONSTITUTION AND BYLAWS INDEX

Note: Updated versions of the Constitution and Bylaws are available on the Softball Canada website

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NOTE: Changes made for 2018 will be BOLD and ITALICIZED

SOFTBALL CANADA — CONSTITUTION

ARTICLE 1 – NAME

- 1.1 The name of the organization shall be “THE CANADIAN AMATEUR SOFTBALL ASSOCIATION” (in French: L’ASSOCIATION CANADIENNE DE SOFTBALL AMATEUR”), and herein the Constitution and Bylaws referred to as the “Association”. The Association is also known by its registered trade name “SOFTBALL CANADA”.

ARTICLE 2 – JURISDICTION

- 2.1 The Association recognizes all amateur sports and claims jurisdiction over and recognizes its responsibilities as the governing body of softball, which includes fast pitch, orthodox and slo-pitch softball as played by members and participants of this Association in Canada or in such other places as may be designated by the Association.
- 2.2 The Association is recognized by the Canadian Olympic Committee, the World Baseball Softball Confederation (WBSC - formerly ISF), and Sport Canada, as the governing body of amateur softball, which includes fast pitch softball, orthodox softball and slo-pitch softball, in Canada.

ARTICLE 3 – AIMS AND OBJECTIVES

- 3.1 The purpose of the Association is to carry on in more than one province/territory of Canada, without pecuniary gain for its members, the following objectives:
- Foster, develop, promote and regulate the playing of amateur softball.
 - Provide the game of softball with proper safeguards in accordance with the spirit of true sportsmanship.
 - Encourage all eligible potential members and participants to affiliate with the Association.
 - Establish and maintain by allied membership, alliances with associations devoted wholly or partially to the promotion of the game of softball.
 - Establish a set of uniform rules for the playing of softball throughout Canada. The rules as set by the World Baseball Softball Confederation (WBSC - formerly ISF) shall be the established rules as amended by the Association.
 - Initiate, promote and regulate Canadian Championships.
 - Cooperate with the World Baseball Softball Confederation (WBSC - formerly ISF) (or whatever international amateur softball organization so recognized at the Annual General Meeting) in the promotion of international play and international standards for softball.
 - Represent Canada on softball councils or associations of other countries where deemed practical and necessary.
 - Assist in the establishment of governing softball bodies in provinces/territories if requested.
 - Do all such things as may be deemed necessary for the proper promotion and jurisdiction of softball throughout Canada.
- 3.2 The Association shall be carried on without the purpose of gain for its members and any profits or other attribution to the Association shall be used in promoting its objectives.

BYLAWS**PREAMBLE**

The following terms have these meanings in this by-law:

- a) Act – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) Association – Softball Canada;
- d) Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at a Members Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting;
- e) Board – the Board of Directors of the Association;
- f) Days – will mean days including weekends and holidays;
- g) Director – an individual elected or appointed to serve on the Board pursuant to this by-law;
- h) Officer – an individual elected or appointed to serve as an Officer of the Association pursuant to this by-law;
- i) Ordinary Resolution – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j) Proposal – a proposal submitted by a member of the Corporation that meets the requirements of Section 163 of the Act;
- k) Regulations – the regulations made under the Act, as amended, restated or in effect from time to time; and
- l) Special Resolution – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution.

ARTICLE I - MEMBERSHIP

- 1.1 The Association has two categories of membership:
 - a) Provincial/Territorial Associations – These are the governing bodies of softball recognized by each province and territory in Canada. New Provincial/Territorial Associations may be admitted to membership upon written application to the Board and approval by a two-thirds majority of voting Members at an Annual Meeting.
 - b) Director Members – These are the individuals elected or appointed to serve as Directors of the Association. Director Members may not hold an elected or appointed position, or an employment position, with a softball organization that is not recognized by the Association.
- 1.2 Members shall have the following voting rights at meetings of Members:
 - a) Each Provincial/Territorial Association shall have three votes.
 - b) Each Director Member shall have one vote.

- 1.3 A Member shall be deemed to be in good standing provided that the Member:
- Owes no outstanding membership dues or other debt to the Association.
 - Has complied with the Constitution and Bylaws, the Special Operating Rules and the policies of the Association.
 - If a Provincial/Territorial Association Member, has:
 - Accurately reported its membership and/or participant numbers to the Association for the current year by November 1st.
 - Ensured that all participant players sign an approved Softball Canada Registration form and has provided the Association with a list of all participant players registered within the Provincial/Territorial Association by September 30th of the current year.
 - Ensured that all umpires sign an approved Softball Canada Registration form and has provided the Association with a list of all umpires registered within the Provincial/Territorial Association by July 1st of the current year.
 - If a Provincial/Territorial Association Member, has not entered into a relationship or a formal agreement with a softball organization other than the Association without the prior approval of the Association.
 - Has not ceased to be a Member or been suspended or expelled from membership.
 - Is not subject to a disciplinary action or investigation of the Association, or if subject to disciplinary action of the Association previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Directors.
- 1.4 Members who cease to be in good standing shall not be entitled to the benefits and privileges of membership, including the right to vote at meetings of Members, and may be subject to penalties including, but not limited to, monetary fines, the suspension of privileges to compete at a Canadian Championship, the suspension of privileges to host a Canadian Championship or Annual Meetings and Congresses, and in severe cases, the suspension or expulsion of the Member from the Association. A Member may be restored to good standing upon meeting the definition of good standing set out above, to the satisfaction of the Directors of the Association.
- 1.5 A Member may resign from the Association by giving written notice to the Chief Executive Officer, provided that a Member may not resign when the Member is subject to a disciplinary action or investigation of the Association. Resignation from membership does not entitle the Member to any refund of membership dues.
- 1.6 Membership in the Association is terminated when:
- The Member, in the case of a member that is a corporation, the corporation is dissolved;
 - The Member fails to maintain any of the qualifications or conditions of membership described in Sub-sections 1.1 and 1.3;
 - The Member fails to pay membership dues or monies owed to the Association by the deadline dates prescribed;

- d) The Member's term of membership expires; or
- e) The Association is liquidated or dissolved under the Act.

- 1.7 A Member/Participant may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline of Members.
- 1.8 Individuals, players and Teams who wish to travel and compete outside of Canada must be in possession of a valid travel permit issued by their respective Provincial/Territorial Association and must have completed the appropriate documentation from the Association.
- 1.9 All participants and Members are required to comply at all times with the Constitution and Bylaws, the Special Operating Rules and the policies of the Association, including the Association's Code of Conduct and Discipline Policy. Failure to do so may result in the imposition of sanctions against the Member or participant.

1.10 Transfer of Membership

- a) Any interest arising out of membership in Softball Canada is not transferable.

1.11 Fundamental Changes

- a) Pursuant to subsection 197(1) of the Act (Fundamental Change), a Special Resolution (2/3 vote) of the members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m)) as follows:
 - i) Change a condition required for being a member;
 - ii) Add, change or remove a provision respecting the transfer of a membership;
 - iii) Change in the manner of giving notice to members entitled to vote at a meeting of members; or
 - iv) Change the method of voting by members not in attendance at a meeting of members.

ARTICLE 2 – MEMBERSHIP FEES

- 2.1 The Association's Membership fees shall be determined at the Annual Meeting and shall be in an amount necessary to carry out the continued operation of the Association.
- 2.2 Provincial/Territorial Association Fees are as follows and must be paid by June 15th each year:

Ontario	\$60,000.00
British Columbia	\$30,000.00
Alberta, Saskatchewan	\$25,000.00
Manitoba	\$20,000.00

Québec	\$15,000.00
Nova Scotia, Newfoundland and Labrador, New Brunswick	\$6,000.00
Prince Edward Island, Nunavut, Yukon, Northwest Territories	\$4,000.00

2.3 Duration

- a) Membership is accorded on an annual basis, subject to renewal in accordance with these Bylaws.

2.4 Umpire Registration and Fees

- a) All umpires must register with their Provincial/Territorial Association by July 1st of each year. All umpires registered with their provincial/territorial Association will also be automatically registered with the Association. Umpire fees are **\$18.00** per umpire and must be paid by August 31st each year.

2.5 Deadline and Penalties

- a) Failure to pay Provincial/Territorial Association fees by the prescribed deadline shall result in the Provincial/Territorial Association Member being ineligible to participate in the current year's Canadian Championship and also being ineligible to submit bids, nominations or amendment motions to the Association's Annual Meeting.
- b) Failure to pay Umpire Fees by the prescribed deadline shall result in the Provincial/Territorial Association being ineligible to submit bids, nominations or amendment motions to the Association's Annual Meeting.
- c) Members will be notified in writing of the membership fees at any time payable by them, and if they are not paid within three (3) months of the membership renewal date, the members in default will automatically cease to be members of the Association. The Board of Directors, upon their sole discretion, may extend the default date for the non-payment of fees.

ARTICLE 3 – BOARD OF DIRECTORS

- 3.1 The affairs of the Association shall be managed by a Board of Directors consisting of the following:

- Seven (7) Directors
- The President
- The Immediate Past-President

3.2 Selection and Terms of Office

- The President shall be elected at the Annual Meeting for a two-year term beginning in an odd numbered year.
- The Directors shall be elected at the Annual Meeting for a two-year term. Three Directors shall be elected in odd numbered years and four Directors shall be elected in even numbered years.
- The Immediate Past President shall serve a single one-year term who shall be appointed by the Board as the immediate last person to hold the position of President who did not resign or was not removed from office.

ARTICLE 4 – DUTIES OF THE BOARD OF DIRECTORS

The role of the Directors is to act as stewards or trustees of the Association's mission, promoting the Association's values and anticipating the future. Specific responsibilities include:

4.1 Legal

- a) To govern and direct the Association according to its Constitution, Bylaws and Special Operating Rules, ensuring that these are consistent with the purposes; and
- b) To review and approve recommendations of revisions of its Constitution, Bylaws and Special Operating Rules, when necessary, and forward these to the Annual Meeting for ratification.

4.2 Culture and Values

- a) To establish and review fundamental principles and beliefs that forms the foundation of the Association, to guide the Association's behaviour, services and programs.
- b) To communicate, encourage and monitor the application of these fundamental beliefs throughout the softball community.

4.3 Planning

- a) To formulate the strategic plans and long-range corporate goals of the Association.
- b) To ensure the maintenance of an effective planning process for strategic and operational planning.
- c) To monitor the formulation and implementation of operational plans and ensure that such plans are consistent with the strategic direction of the Association.
- d) To work in collaboration with Provincial/Territorial Association Members when National events are occurring within that province/territory.

4.4 Policy

- a) To develop major functional policies which relate to the goals and objectives of the Association.
- b) To make policies and procedures relating to discipline and have the authority to discipline members in accordance with such policy and procedures.
- c) To make policies and procedures relating to how disputes within the Association will be managed, and all such disputes will be dealt with in accordance with such policies and procedures.
- d) To monitor the development and implementation of operational policies and procedures to ensure they are consistent and compatible with the major functional policies of the Association.

4.5 Human Resources

- a) To approve and monitor sound human resource management policies, procedures and practices.
- b) To select and hire a Chief Executive Officer capable of assuming responsibility for implementation of the Board's Policies and strategic plans

through the efficient management of the Association's operations. The Chief Executive Officer should be capable of identifying policy needs and developing and recommending policy to the Board.

- c) To ratify and support volunteer and contract position appointments of people whom are capable of assuming operations responsibilities within the strategic direction and policies established by the Board, under the guidance and leadership of the Chief Executive Officer.
- d) To counsel, support and assist the Association's staff and appointed volunteers in the fulfillment of their operational responsibilities.

4.6 Financial

- a) To ensure that the budget reflects the priorities and strategic direction of the Association through the approval and monitoring of the annual budget and within financial statements.
- b) To plan for and acquire sufficient financial resources to implement the plans of the Association in prudent, financially responsible way.
- c) To ensure that effective financial controls and management systems are in place to protect the assets of the Association.
- d) To ensure auditing of the financial operation.

4.7 Advocacy

- a) To develop community awareness of the purpose and mission of the Association.
- b) To represent the Association to the national and international sporting community, government, foundations, funding agencies and other Associations.
- c) To monitor government legislation and advise government officials on the impact of currently proposed policies.
- d) To report to the membership on strategic plans and policy development and ensure the reporting to the membership on program services and future operational planning.
- e) To participate as a responsible member of the Canadian and international sporting communities on issue identification and resolution.

4.8 Maintenance of the Board

- a) To ensure that qualified candidates are recruited as required for electoral consideration.
- b) To evaluate the Board's performance annually.

4.9 The responsibilities of the President are to:

- a) Preside at all meetings of the Directors and the Association's Member's Meeting(s);
- b) Serve as ex-officio member of all Association committees;
- c) Supervise the general administration and management of the Association;
- d) Supervise the work of the Chief Executive Officer;

- e) Supervise the performance of duties assigned to members of the Board and ensure that all Association Constitution, Bylaws, Special Operating Rules and policies are respected;
- f) Provide the liaison between the Association and all external agencies except where assigned to the CEO;
- g) Assign committee responsibilities to Directors; and
- h) Designate a Director to be his/her replacement in the event that he/she is unable to act due to illness or other absence.

ARTICLE 5 – NOMINATION AND ELECTION PROCEDURES

5.1 Nominations for the Board of Directors:

- a) Any voting Member may submit a written nomination for a candidate to be elected to the Board to the Chief Executive Officer by October 1st of the election year. An individual may not nominate himself or herself for election.
- b) The nomination shall be accompanied by a personal profile and a consent form signed by the nominee (an electronic signature is sufficient for this purpose).
- c) Notice of the nomination and copies of the consent form and personal profile shall be circulated to the Provincial/Territorial Associations and Director Members at least twenty days (20) prior to the Annual Meeting.
- d) A candidate may withdraw from the election any time prior to the start of voting.
- e) A paid employee of a provincial/territorial, national or international softball association shall not be entitled to be nominated for election as a Director.
- f) Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, may be nominated for election as a Director.

5.2 Election of Directors

- a) Association elections shall be carried out by written ballot at the Annual Meeting.
- b) The President and Directors shall be elected on separate ballots. To be elected, a candidate must receive fifty percent plus one of the votes cast. Until a candidate reached this majority, the candidate receiving the least number of votes on any ballot shall be removed from the next ballot to be cast for the office.

5.3 Period of Office

- a) The Directors of the Association shall continue in office until their respective successors are duly elected or appointed as provided for in these Bylaws.

5.4 Resignation or Termination of Office

- a) A Director may resign his/her office by forwarding a written resignation to the Chief Executive Officer of the Association.

- b) A Director may be removed from office by an Ordinary Resolution (50% plus 1) to that effect of the Members at any Member's Meeting. A Director may be suspended from office for any conduct deemed detrimental to the Association by a unanimous vote of all remaining Directors. An appeal of this decision may be made to the Members at the next Annual Meeting.
- c) Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the remaining Directors may appoint a qualified individual to fill the vacancy until the next Annual Meeting of Members. No more than one-third (1/3) of the total number of directors elected at the previous Annual Meeting can be appointed.

5.5 Vacate Office

- a) The office of any Director will be vacated automatically if the Director:
 - i) Is found by a court to be of unsound mind;
 - ii) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent; or
 - iii) Upon the Director's death.

5.6 Board Meetings

- a) Meetings of the Board of Directors will be held any time and place as determined by the Board of Directors.
- b) Notice served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- c) At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office.
- d) Each Director, excluding the President and the Past President, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the case of a tie, the President is entitled to a deciding vote; in the case that the President abstains from voting and breaking a tie, the motion is defeated.
- e) Meetings of the Board will be closed to Members, excluding all Director Members, and the public except by invitation of the Board.
- f) A meeting of the Board may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meeting of teleconference have been approved by resolution passed by the Directors at a meeting of the Directors.
- g) The Directors may meet by other electronic means that permits each Director to communicate adequately with each other provided that:
 - i) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically how security issues should be handled, the procedure for establishing quorum and recording votes;

- ii) Each Director has equal access to the specific means of communications to be used;
 - iii) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- h) Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

5.7 In accordance with Section 141 of the Act, a Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will comply with the Act and the Association's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 6 – ANNUAL MEETING - VOTING PROCEDURES

- 6.1 Voting privileges at meetings of Members shall be as follows:
- a) Each Provincial/Territorial Association Member shall have three votes, to be exercised by three delegates chosen by the Provincial/Territorial Association Member, with the exception that a delegate may not be an employee of a national or international softball organization. The Association shall provide funding for the travel of two delegates to the Annual Meeting.
 - b) Each Director Member shall have one vote. The President shall vote only in the case of a tie or the election of officers.
 - c) There shall be no absentee voting or voting by proxy.
 - d) Quorum for a meeting of Members shall be those delegates and Director Members representing a majority of votes eligible to be cast at the Meeting.

ARTICLE 7 – PERMANENT EMPLOYEES

- 7.1 The President and Chief Executive Officer may appoint any paid employee with the approval of the Board, and any employee so appointed shall be paid a salary approved and determined by the President and Chief Executive Officer.
- 7.2 A committee, appointed by the President, shall do annual salary reviews of employees. The committee will have the final responsibility of setting salaries for those employees.
- 7.3 Paid employees shall execute job responsibilities that are described in formal job descriptions.

ARTICLE 8 – MEETINGS

- 8.1 The Annual Meeting of the Association shall be held on a Friday and Saturday in the month of November. The exact date of the meeting shall be determined two (2) calendar years in advance.
- 8.2 A Special Meeting of the Association may be called by the President, the Board of Directors or upon the written requisition of members who hold five percent (5%) of the votes of the Association and twenty-one (21) days prior, written notice shall be given to the membership of any Special Meeting and such notice shall set forth the entire business to be conducted at the Special Meeting.
- 8.3 The Annual Meeting shall be rotated annually through three regions. The regions will be comprised as follows:
- i) ATLANTIC – New Brunswick, Nova Scotia, Newfoundland and Labrador, Prince Edward Island
 - ii) CENTRAL – Ontario, Québec, Manitoba, Nunavut, and Northwest Territories
 - iii) WESTERN – Saskatchewan, Alberta, British Columbia and Yukon
- 8.4 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility.
- 8.5 Any member entitled to attend a meeting of members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 8.6 Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and shall be given to each member entitled to vote at the meeting, and the Board, by the following means:
- a) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
 - b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
 - c) By posting on the Association’s website not less than thirty (30) days prior to the date of the meeting.
- 8.7 Pursuant to section 171(1) of the Act (Fundamental Change), a Special Resolution (2/3 vote) of the members is required to make any amendment to the bylaws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

ARTICLE 9 – FINANCIAL MATTERS

9.1 Accounts

- a) All approved accounts shall be paid by cheque or electronic transfer.
- b) All cheques written on the operating account at the National Office of the Association or electronic transfers will be signed/approved by two of the President, Chief Executive Officer or other individuals as approved by the Directors.

9.2 Audit and Inspection of the Books

- a) The books and records of the Association shall be kept by the Chief Executive Officer under the strict supervision of the President or his/her designate on the Board, and shall be audited each year by an independent auditor. This independent auditor shall be designated by Members at each Annual Meeting and will hold office until the next Annual Meeting.
- b) The books and records of the Association may be inspected by the Members of the Association, by appointment made through the office of the President, at the National Office of the Association. Such a Member must be in good standing with the Association. The expenses of travel, housing and loss of time inspecting the books shall be borne by the requesting Member.

9.3 Borrowing Powers

The Association may exercise any borrowing powers conferred upon it by any Act of Parliament governing this corporate body without share capital. This power must be approved by the Board.

9.4 Indemnities to Directors and Others

- a) Every Director of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it 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;
- b) All costs, charges and expenses whatsoever which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;
- c) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

ARTICLE 10 – SIGNATURE AND CERTIFICATION OF DOCUMENTS

10.1 Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by the President and/or his/her designate and/or the Chief Executive Officer or such other Director that may be authorized from time to time by resolution of the Board. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

10.2 The Board shall have power from time to time to appoint a Director or staff member on behalf of the Association either to sign contracts, documents in writing generally or to sign specific contracts, documents and instruments in writing.

ARTICLE 11 – AMENDMENT OF BYLAWS

11.1 Resolutions to amend the Constitution and Bylaws may be proposed by any voting Member. A Notice of Motion to amend the Bylaws by a Member must be received in writing (or email) by the National Office of the Association by October 1st.

11.2 Except for the items set out in s. 197 of the Act (Fundamental Changes), these bylaws may be amended, revised, repealed or added by Directors, upon providing 14 days prior written notice to the voting members, at a meeting of the Board of Directors and will have full force and effect until such time as they are sanctioned by a majority affirmative vote of the voting Members present at the next meeting of members, or defeated. Upon affirmative vote of the voting Members, any amendments, revisions, additions or deletions will be effective upon the conclusion of the meeting which the voting Members voted.

11.3 Except for the items set out in s. 197 of the Act (Fundamental Changes), these bylaws may be amended, revised, repealed or added by a majority affirmative vote of the voting Members present at the next meeting of members. Upon affirmative vote, any amendments, revisions, additions or deletions will be effective upon the conclusion of the meeting which the vote occurred.

11.4 Notice of the proposed amendments to these bylaws and the constitution shall be provided to the relevant voting Members at least twenty-one (21) days prior to the Members Meeting. Notice may be waived in accordance with Section 13.4

ARTICLE 12 – CUSTODY AND USE OF SEAL

12.1 The seal of the Association shall remain in the custody of the Chief Executive Officer at the National Office.

12.2 The seal of the Association shall not be affixed to any contracts, documents or any instruments in writing requiring the signature of the Association except in presence of:

- a) The President, or his/her designate and the Chief Executive Officer; or
- b) The President and such other Director of the Association that may be authorized from time to time by resolution of the Board.

ARTICLE 13 – NOTICE

13.1 In these bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

13.2 Date of notice will be:

- a) The date on which the notice is hand-delivered;

- b) The date on which the notice is sent electronically, faxed, e-mailed or couriered;
- c) Five (5) days after the date of mailing if provided by regular mail.

13.3 The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

13.4 No notice of a meeting of the Members is required if all Members waive notice, or if those absent consent to the meeting being held in their absence.

ARTICLE 14 – FUNDAMENTAL CHANGES

14.1 Section 197 of the Act requires a Special Resolution (2/3 vote) of Members at a Member's Meeting, to make the following fundamental changes to the bylaws or articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Change the province in which the Association's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Association may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to section 133, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Association;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the articles.

14.2 Section 199 of the Act provides that each membership class is entitled to vote separately (Special Resolution (2/3 vote) of each class) if the fundamental change noted above relates to membership rights, such as:

- a) Affect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including:

- i) To reduce or remove a liquidation preference, or
- ii) To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE 15 – DISSOLUTION

15.1 In the event of dissolution or winding-up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.