



ONTARIO AMATEUR SYNCHRONIZED SWIMMING ASSOCIATION

CONSTITUTION & BY-LAWS

June 23, 2007

CONSTITUTION

1. The name of the Corporation is “Ontario Amateur Synchronized Swimming Association”.
2. The objects of the Corporation are:
 - a) To promote, teach, foster, encourage and improve synchronized swimming in Ontario;
 - b) To stimulate public opinion in favor of providing proper accommodation, adequate facilities and trained instructors for teaching and developing synchronized swimming in Ontario;
 - c) To represent amateur synchronized swimmers of the Province of Ontario in the affairs of the Canadian Amateur Synchronized Swimming Association Inc./L’Association Canadienne Amateur de Nagee Synchronisee Inc. and the Fédération Internationale de Natation (“FINA”);
 - d) To administer the policies and regulations of the Canadian Amateur Synchronized Swimming Association Inc./L’Association Canadienne Amateur de Nagee Synchronisee Inc. and FINA in the Province of Ontario, to make policies and regulations not inconsistent therewith and to deal with infringement thereof; and
 - e) To accept donations, gifts, legacies, bequests and grants from any governmental body or agency, association, individual or other person.

ONTARIO AMATEUR SYNCHRONIZED SWIMMING ASSOCIATION

BYLAWS

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Ontario Amateur Synchronized Swimming Association, a corporation incorporated under the Ontario Corporations Act, R.S.O. 1990, c.38.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Corporations Act.
- b) *AFC* – will mean the Aquatic Federation of Canada.
- c) *Amateur* – will mean a synchronized swimmer as interpreted and defined by FINA.
- d) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
- e) *Board* – the Board of Directors of the Corporation.
- f) *Constitution* – the Constitution of the Corporation comprising a statement of the Corporation's objects.
- g) *CASSA* – will mean the Canadian Amateur Synchronized Swimming Association Inc.
- h) *Corporation* – Ontario Amateur Synchronized Swimming Association
- i) *Days* – will mean business days.
- j) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- k) *FINA* – will mean the Federation Internationale de Natation Amateur.
- l) *Officer* – an individual appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
- m) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of the Executive or a meeting of Members for which proper notice has been given.
- n) *Registered Address* – the most recent address, including e-mail address, of record in the register of Members.
- o) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of Members for which proper notice has been given.

1.3 Head Office – The head office of the Corporation will be located at all times within the Province of Ontario.

1.4 Corporate Seal - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the corporation.

1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

ARTICLE II: MEMBERSHIP

2.1 Categories – The Corporation has eleven categories of membership:

- a) Competitive Synchronized Swimming Club;
- b) Recreational Synchronized Swimming Club;
- c) Scholastic Synchronized Swimming Club;
- d) University Synchronized Swimming Club;

- e) Masters Synchronized Swimming Club;
- f) Program Providers;
- g) Competitive Synchronized Swimmer;
- h) Recreational Synchronized Swimmer;
- i) Scholastic Synchronized Swimmer;
- j) University Synchronized Swimmer;
- k) Masters Synchronized Swimming;
- l) Program Participant;
- m) General Member; and
- n) Honorary Member.

Description of Membership Categories

2.2 Competitive Synchronized Swimming Club – A synchronized swimming club that is eligible to enter competition at a Regional, Provincial, National or International level, that has bylaws and policies that are consistent with those of the Corporation and that has paid its membership dues.

2.3 Recreational Synchronized Swimming Club – A synchronized swimming club which focuses on the teaching of synchronized swimming skills, the promotion of synchronized swimming and recreation, that has bylaws and policies that are consistent with those of the Corporation and that has paid its membership dues.

2.4 Scholastic Synchronized Swimming Club – A synchronized swimming club with scholastic synchronized swimmers, that has bylaws and policies that are consistent with those of the Corporation and that has paid its membership dues.

2.5 University Synchronized Swimming Club – A synchronized swimming club with synchronized swimmers enrolled in university or college, that has bylaws and policies that are consistent with those of the Corporation and that have paid its membership dues.

2.6 Masters Synchronized Swimming Club – A synchronized swimming club with masters synchronized swimmers, that has bylaws and policies that are consistent with those of the Corporation and that has paid its membership dues.

2.7 Program Providers – A synchronized swimming program, such as municipalities, YW/YMCA's, etc., with Trillium/Star or similar participants that have paid its membership dues.

2.8 Competitive Synchronized Swimmer – A synchronized swimmer of a member Competitive Synchronized Swimming Club who holds a CASSA/FINA amateur number and meets the definition defined by FINA for a competitive swimmer.

2.9 Recreational Synchronized Swimmer – A synchronized swimmer of a member Recreational Synchronized Swimming Club with a CASSA/FINA amateur number.

2.10 Scholastic Synchronized Swimmer – A synchronized swimmer of a member Scholastic Synchronized Swimming Club who participates or competes at the scholastic levels.

2.11 University Synchronized Swimmer – A synchronized swimmer of a member University Synchronized Swimming Club who participates or competes at a university or college level.

2.12 Masters Synchronized Swimmer – A synchronized swimmer of a member club who participate or competes at a masters level.

2.13 Program Participant – A synchronized swimmer of a member Program Provider.

2.14 General Member – An individual who coaches, judges or volunteers within the Corporations activities and events and has paid membership dues.

2.15 Honorary Member - An individual whom the Board of Directors, by majority vote, has determined has contributed greatly to the development or promotion of amateur synchronized swimming in Ontario.

Admission of Members

2.16 Admission of Members - No group, club or individual will be admitted as a Member of the Corporation unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) The candidate member has been approved as a member by the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate member has paid dues as prescribed by the Board.

2.17 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues

2.18 Year - Unless otherwise determined by the Board, the membership year of the Corporation will be October 1 to September 30.

2.19 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors. Honorary Members are not required to pay membership dues.

Withdrawal and Termination of Membership

2.20 Resignation – A Member may resign from the Corporation by giving a written notice to the Board. The Member's resignation will become effective the date on which the request is approved by the Board.

2.21 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.22 Arrears – A Member may be suspended from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation. Should membership dues or monies owed remain unpaid for an additional 14 days, the Member may be expelled from the Corporation.

2.23 Discipline – In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

Good Standing

2.24 Definition – A Member of the Corporation will be in good standing provided that the Member:

- a) Owes no outstanding membership dues or other debts to the Corporation, CASSA, or other CASSA members or any member clubs;
- b) Has not ceased to be a Member;
- c) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

- d) Has completed and remitted all documents as required by the Corporation, CASSA or any member clubs;
- e) Has complied with the Constitution, Bylaws, policies and rules of the Corporation; and
- f) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

2.25 Cease to be in Good Standing - Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: GOVERNANCE

Composition of the Board

3.1 Directors – The Board will consist of seven (7) Directors.

3.2 Composition of the Board - The Board of Directors of the Corporation will consist of the following:

- a) President;
- b) Vice-President Administration and Sport Development;
- c) Vice President Competitions;
- d) Vice-President Finance;
- e) Coaches Representative;
- f) Officials Representative; and
- g) Athletes Representative.

Powers of the Board

3.2 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

3.3 Managing the Affairs of the Corporation – The Board may make policies, procedures, synchronized swimming rule changes or manage the affairs of the Corporation in accordance with the Act and these Bylaws.

3.4 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

3.5 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

3.6 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

3.7 Borrowing Powers – The board may borrow money upon the credit of the Corporation as it deems necessary.

3.8 CASSA Representative – The board will designate a delegate(s) to represent the Corporation at meetings of the membership of CASSA.

Election of Directors

3.9 Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract and is a member of the Corporation in good standing may be nominated for election as a Director.

- 3.10 Nomination - Any nomination of an individual for election as a Director will:
- a) Be signed by the nominator, who will be any adult member in good standing;
 - b) include the written consent of the nominee; and
 - c) be submitted to the President at the Annual General Meeting prior to the elections.
- 3.11 Circulation of Nominations - Valid nominations will be circulated to Members at the Annual General Meeting prior to the elections.
- 3.12 Election – The election of Directors will take place as follows:
- a) Two (2) directors will be elected by the membership at the Annual General Meeting held in odd numbered years;
 - b) Two (2) directors will be elected by the membership at the Annual General Meeting held in even numbered years;
- 3.13 Decision – Elections will be decided by majority vote of the Members in accordance with the following:
- a) One Valid Nomination – Winner declared by acclamation unless a vote is requested by a majority of the members present.
 - b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.
- 3.14 Terms - Elected Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Elected Directors will be eligible for re-election as Directors.

Athletes Representative, Officials Representative and Coaches Representative

- 3.15 Athletes Representative Eligibility - Any Competitive Synchronized Swimmer who is 18 years of age or older and who has the power under law to contract and is a member of the Corporation in good standing may be nominated for election as Athletes Representative.
- 3.16 Officials Representative Eligibility – Any official who is a General Member, 18 years of age or older who has the power under law to contract and is a member of the Corporation in good standing may be nominated for election as Officials Representative.
- 3.17 Coaches Representative Eligibility – Any coach who is a General Member, 18 years of age or older who has the power under law to contract and is a member of the Corporation in good standing may be nominated for election as Coaches Representative.
- 3.18 Nomination - The Corporation will solicit nominations three months prior to the later of the Lisa Alexander Synchronized Swimming Meet or December 31. Any nomination of an individual for election as an Athletes, Officials or Coaches Representative will:
- a) Be signed by a peer nominator, who will be any member in good standing;
 - b) Include the written consent of the nominee; and
 - c) Be submitted to the President on or prior to the elections.
- 3.19 Circulation of Nominations - Valid nominations will be circulated to those members eligible to vote prior to the elections.
- 3.20 Election – The election of Representative Directors will take place as follows:
- a) Athletes Representative will be elected by the Competitive Synchronized Swimmers;
 - b) Officials Representative will be elected by officials who are General Members;
 - c) Coaches Representative will be elected by coaches who are General Members.

3.21 Decision – Elections will be decided by majority vote of the those Members eligible to vote in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

3.22 Terms - Representative Directors will serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Representative Directors will be eligible for re-election as Directors.

Resignation and Removal of Directors

3.23 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

3.24 Vacate Office -- The office of any Director will be vacated automatically if:

- a) the Director is found by a court to be of unsound mind;
- b) the Director becomes bankrupt;
- c) the Director becomes a full time employee of the Corporation;
- d) the Director, without reasonable excuse, fails to attend two consecutive meetings of the Board; or any four (4) meetings including the Board of Director and Executive Committee Meetings, if the Director is on the Executive, in any twelve month period; or
- e) Upon the Director's death.

3.25 Removal – An elected Director may be removed by two-thirds vote of the Members present at an Annual General Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

3.26 Vacancy - Where the position of an elected Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

3.27 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors.

3.28 Notice – Written 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.

3.29 Number of Meetings – The Board will hold at least three (3) meetings per year.

3.30 Quorum – At any meeting of the Board of Directors, quorum will consist of four (4) of Directors holding office.

3.31 Voting –Each Director is entitled to one vote. Voting will be by a show of hands 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. The President of the Corporation is entitled to a second vote upon a tie.

3.32 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

3.33 Meetings by Telephone - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. 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.

ARTICLE IV: OFFICERS AND EXECUTIVE COMMITTEE

4.1 Composition – The Officers will be comprised of the President, Vice-President Administration and Sport Development, Vice-President Finance, Vice-President Competitions and Executive Director.

4.2 Appoint Other Officers - The Board may from time to time appoint additional Directors to serve as Officers.

4.3 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and General Meetings of the Corporation and at meetings of the Board and the Executive Committee and will perform such other duties as may from time to time be established by the Board;
- b) The Vice-President Competitions will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board;
- c) The Vice-President Finance will keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Corporation in the Corporation's bank account; as directed by the Board will supervise the management and the disbursement of funds of the corporation; when required will provide the Board with an account of financial transactions and the financial position of the Corporation; and will perform such other duties as may from time to time be established by the Board;
- d) The Vice-President Administration and Sport Development will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Corporation's Constitution and Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation) and will perform such other duties as may from time to time be established by the Board;
- e) The Executive Director (non-voting) will attend all meetings of the Board, will cause to be kept proper minutes of meetings of the Members, the Board and the Executive Committee, will issue written notices of all meetings of the Directors and of Members, will support the Board in carrying out its duties, and shall have overall management responsibility for all programs and activities of the Corporation;

4.4 Removal – An Officer may be removed by Special Resolution of the Board or by Special Resolution of the Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

Executive Committee

4.5 Executive Committee - The Executive Committee will be comprised of the Officers. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these Bylaws or may be prescribed from time to time by the Board.

4.6 Executive Director -- The Executive Director will be an *ex-officio* (non-voting) member of the Executive Committee.

4.7 Quorum - Quorum will consist of a majority of the Executive's voting members.

Other Committees

4.8 Appointment of Committees -- The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.

4.9 Quorum - A quorum for any committee will be the majority of its voting members.

4.10 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

4.11 Vacancy - When a vacancy occurs on any Committee, upon a recommendation of the Committee Chairperson the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

4.12 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.

4.13 Removal -- The Board may remove any member of any Committee.

Remuneration

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

Conflict of Interest

4.15 Conflict of Interest -- A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation 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 V MEETINGS OF MEMBERS

5.1 Types of Meetings -- Meetings of Members will include Annual General Meetings and Special Meetings.

5.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of ten (10) percent or more of the voting Members of the Corporation.

5.3 Location and Date -- The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within 15 months of the last Annual General Meeting.

5.4 Notice - Written notice of meetings of Members will be given to all Members at least fourteen (14) days and not more than sixty (60) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

5.5 Agenda -- The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Appointment of Scrutineers
- c) Approval of the Agenda
- d) Adoption of Minutes of the previous Annual Meeting
- e) Board and Staff Reports
- f) Report of Auditors
- g) Appointment of Auditors
- h) Election of new Directors
- i) Other business as specified in the meeting notice
- j) Adjournment

5.6 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

5.7 Quorum – One third (1/3) of the voting Members, excluding proxy votes, will constitute a quorum.

5.8 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

5.9 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) Competitive Synchronized Swimming Clubs may appoint a delegate who may attend and participate in meetings and are entitled to one vote;
 - i. A Competitive Synchronized Swimming Club may have a second (2nd) vote if the Club has twenty-six (26) or more registered amateur or masters' swimmers as of thirty (30) days prior to the meeting, but no Club will have more than two (2) votes.
- b) Athlete, Officials and Coaches Representatives may attend and participate in meetings and are entitled to one vote each;
- c) Recreational, Scholastic, University Synchronized Swimming Clubs and Program Providers may appoint a delegate to attend but are not entitled to participate in meetings or to vote;
- d) Competitive, Recreational, Scholastic, University Synchronized Swimmers, General and Honorary Members may attend meetings but are not entitled to participate in meetings or to vote.

5.11 Club Delegates – Prior to each General or Special Meeting, the voting delegate of a Competitive Synchronized Swimming Club entitled to vote will submit to the President a Certificate of Approval listing the delegated voting representative and one alternate. The Certificate is to be signed by an official of the Club and the delegate.

5.10 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

5.11 Proxy Voting – Voting Members may vote at meetings of the Corporation by proxy if:

- a) The Voting Member notified the Corporation in writing at least two (2) days prior to any meeting of the Corporation of an appointment of a designate who is a voting member;
- b) The proxy is received by the designate prior to the start of the meeting;
- c) The proxy clearly states the date of the specific meeting;
- d) The proxy clearly states to whom the proxy is given (a maximum of one proxy per person); and
- e) The proxy signature matches the signature of the annual registration form.

5.12 Voting by Mail – Any resolution signed by at least two thirds (2/3) of voting members is as valid and effective as if passed at a meeting of members.

5.13 Determination of Votes - Votes will be determined by a show of hands or voting credentials and proxy votes unless a recorded ballot is requested by the majority of those Members voting.

5.14 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of proxy votes and the votes of Members present who vote will decide each issue.

ARTICLE VII FINANCE AND MANAGEMENT

7.1 Fiscal Year – The fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may from time to time determine.

7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

7.3 Auditors - At each Annual General Meeting the Members will appoint an auditor to audit the books, accounts and records of the Corporation in accordance with the Ministry Guidelines. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Corporation.

7.4 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

7.5 Signing Authority - The Officers of the Corporation will have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions will require two signatures.

7.6 Execution of Agreements - All written agreements entered into in the name of the Corporation will be signed by two Officers, one of which will be the President or the Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

7.7 Property - The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 Borrowing - The Corporation may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VIII AMENDMENT OF BYLAWS

8.1 Voting – These Bylaws may only be amended, revised, repealed or added to by a two-thirds affirmative vote of the Members present at a meeting duly called to amend, revise or repeal these Bylaws.

8.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

8.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 8.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Active Members present and entitled to vote.

ARTICLE IX NOTICE

9.1 Written Notice - 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 Corporation, Director or Member, as the case may be.

9.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

9.3 Error in Notice - 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.

ARTICLE X DISSOLUTION

10.1 Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

ARTICLE XI INDEMNIFICATION

11.1 Will Indemnify -- The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

11.2 Will Not Indemnify -- The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

11.3 Insurance -- The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XII ADOPTION OF THESE BYLAWS

12.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Corporation at a meeting of the Board duly called and held on [date].

12.2 Ratification – These Bylaws are ratified by a two-thirds affirmative vote of the Members of the Corporation present and entitled to vote at a Meeting of Members duly called and held on [date].

12.3 Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

12.4 Enactment – These Bylaws is hereby enacted and will come into force upon its acceptance by the Corporations Directorate of Industry Canada or a successor or replacement agency.

President

Secretary