

MANITOBA SEED GROWERS' ASSOCIATION INC.  
BYLAW NO. 1/00

A by-law relating generally to the transaction of the business and affairs of

MANITOBA SEED GROWERS'S ASSOCIATION INC.

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“association” means the corporation incorporated under the Act and named MANITOBA SEED GROWERS' ASSOCIATION INC.;

“meeting of members” includes and annual meeting of members and a special meeting of members;

“recorded address” means in the case of a member his address as recorded in the members register, and in the case of a director, officer, auditor, or member of a committee of the board, his latest address as recorded in the records of the association;

BE IT ENACTED as a bylaw of the association as follows:

“signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the association by section 2.05 or by a resolution passed pursuant thereto;

**Section One: Interpretation**

**1.01 Definitions.** In the bylaws of the association, unless the context otherwise requires:

“Act” means the Corporations Act (Manitoba), and any statute that may be substituted therefor, and from time to time amended;

“articles” means the articles of the association as from time to time amended or reinstated;

“board” means the board of directors of the association;

“bylaws” means this bylaw and all other bylaws of the association from time to time in force and effect;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine and feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

**Section Two: Business of the association**

**2.01 Undertaking of the Association.** The association shall restrict its undertaking as set out in its articles. All profits or other accretions to the association shall be used in furthering its

undertaking. The board may take such steps as they may deem requisite to enable the association to receive donations and benefits for the purpose of furthering its undertaking.

**2.02 Registered Office.** Until changed in accordance with the Act, the registered office of the association shall be in the Province of Manitoba and at such location therein as the board may from time to time determine.

**2.03 Corporate Seal.** Until changed by the board the corporate seal of the association shall be in the form impressed in the margin hereof.

**2.04 Financial Year.** Until changed by the board the financial year of the association shall end on the last day of September in each year.

**2.05 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the association by the president and the vice-president together, or either of them with the executive manager. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

**2.06 Financial Arrangements.** The financial business of the association shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such financial business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

**2.07 Appointment of Auditor.** At each annual meeting of the association the members shall appoint by resolution and auditor to audit the books of the association, and if an auditor is not so appointed, the board of directors shall appoint an auditor.

**2.08 Voting Rights in Other Bodies Corporate.** The signing officers of the association may execute

and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the association. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

### **Section Three: Securities and Investments**

**3.01 Investments.** Monies in the possession of the association not immediately needed for disbursement or advancement shall be invested in Canada Savings Bonds, Bonds of or guaranteed by the Government of Canada, the Province of Manitoba or of Ontario, or Savings, Terms or Investment Certificates of any Chartered Bank or of any Trust Company to the extent same are insured by the Canada Deposit Insurance Association, or in accordance with any policy established by the board and reviewed at an annual meeting of members.

**3.02 Monies Held in Trust.** Every investment of monies given to the association in trust, under circumstances which require the association to invest same as capital money, shall be limited to those classes of securities authorized for investment of trust money by trustees under The Trustee Act (Manitoba).

**3.03 Safe Keeping of Securities.** All securities owned by, or belonging to, the association, shall be lodged in the name of the association with a chartered bank, trust company or credit union, or in a safety deposit box or, if so authorized by resolution of the board, with such other depositories, or in such other manner as may be determined from time to time by the board.

**3.04 Borrowing not permitted.** The association shall not borrow money upon its credit without the passage of a bylaw permitting such borrowing.

## Section Four: Directors

**4.01 Number of Directors and Quorum.** Until changed in accordance with the Act, the board shall consist of up to ten (10) directors, including seven (7) provincial association directors, two (2) Canadian Seed Growers' Association directors and one past president who shall be ex officio. The quorum for the transaction of business at any meeting of the board shall consist of six (6) of the directors constituting the board from time to time or such greater. Any nominee elected to replace an individual who is a director of the Canadian Seed Growers Association shall take office upon the election or appointment of such nominee as a director of the Canadian Seed Growers Association and shall hold office until such nominee's successor takes office. In the event such nominee is not elected as a director of the Canadian Seed Growers Association at the first meeting of members of the Canadian Seed Growers Association following such nominee's election to replace an individual who is a director of the Canadian Seed Growers Association, such nominee shall be deemed to have resigned as a director of the association and the board shall appoint the regular member of the association who was elected as a director of the number of directors as the board may from time to time determine.

**4.02 Qualification.** No person shall be qualified for election as a director if that person is:

- a) less than 18 years of age;
- b) of unsound mind and has been so found by a court in Canada or elsewhere;
- c) not an individual;
- d) has the status of a bankrupt; or
- e) is an employee of the association or

has contracted directly or indirectly, to provide services to the association.

A director must be a regular member of the association. A majority of the directors shall be residents of Manitoba. Retiring directors, if qualified, shall be eligible for re-election, provided that no director who has been a director for eight (8) consecutive years shall be eligible for re-election, except:

- a) In the event that the retiring director was elected to the position of president in

the second year of that retiring director's fourth term as a director, that retiring director, if qualified, shall be eligible for re-election for a fifth term as director; and

- b) In the event that the retiring director is a director of the Canadian Seed Growers Association, that retiring director, if qualified shall be eligible for re-election as a director.

**4.03 Nomination, Election and Term.** Directors shall be elected at each annual meeting of the association for a two (2) year term of office to replace those directors whose term of office is expiring. The report of the nominating committee shall be presented to the members at the annual meeting at the time set for the election of the directors, provided that the report of such committee may be added to by further nomination which may be made by any regular member of the association in attendance at that time. Two (2) separate elections shall be held, on (1) election to elect (an) individual(s) who is (are) designated to be a director for the Canadian Seed Growers Association, and one (1) election to fill all other vacancies. The election of directors shall be by secret ballot. Each regular member shall be entitled to vote for a number of the nominees equal to the number of directors to be elected at that meeting. Two (2) scrutineers who are not nominees for election shall be appointed by the chair or by the meeting for the purpose of ascertaining and declaring the results of election for the office of director. The candidate(s) receiving the highest number of votes to fill the available vacancy(s) shall be declared elected. In the case of a tie between or among the last candidates to be declared elected, their names shall be submitted to a second ballot to be taken in the manner prescribed by the chair. All individuals elected as a director of the association shall take office immediately following the adjournment of the annual meeting which elected such person as a director.

**4.04 Removal of Directors.** Subject to the provisions of the Act, the members may by ordinary resolution passed at a special meeting of members called for the purpose of considering same, remove any director from office and the vacancy created by

such removal may be filled at the same meeting failing which it may be filled by directors.

**4.05 Vacation of Office.** A director cease to hold office when such person dies; is removed from office by the members; is absent from two consecutive meetings of the board, unless the absence is due to illness of other emergency which prevented the director from attending or unless such absence is excused or consented to by the board; ceases to be qualified for election as a director; or sends or delivers a written resignation, at the time so specified, whichever is later.

**4.06 Vacancies.** Subject to the Act, a quorum of the board may fill a vacancy in the board including any vacancies created by the enactment of this bylaw. In the absence of a quorum of the board, the board shall forthwith call a special meeting of members to fill the vacancy. If the board fails to call such a meeting or if there are no such directors then in office, any member may call the meeting. A director elected to fill a vacancy shall serve the balance of the term of the director whose cessation of office caused the vacancy.

**4.07 Action by the Board.** The board shall manage the business and affairs of the association. Subject to sections 4.08 and 4.09, the powers of the board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

**4.08 Manitoban Majority.** The board shall not transact business at a meeting, other than filling a vacancy in the board, unless a majority of the directors present are residents of Manitoba.

**4.09 Meeting by Telephone.** If all the directors consent, a board or committee meeting may be conducted by telephone or other communications facilitates as permit all persons participating in the meeting to hear each other or a director may participate in a meeting of the board or of a committee of the board by said means. Directors

participating in such a meeting by such means are deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board held while a director holds office.

**4.10 Place of Meetings.** Meetings of the board of directors shall be held at any place in Canada.

**4.11 Calling of Meetings.** Meetings of the board shall be held from time to time and at such place as the board, the president, or any two directors may determine.

**4.12 Notice of Meeting.** Notice of the time and place of each meeting of the board shall be given in the manner provided in section 10.01 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- a) submit to the members any question or matter requiring approval of the members;
- b) fill a vacancy among the directors or in the office of auditor;
- c) issue securities;
- d) approve any annual financial statements; or
- e) adopt, amend or repeal bylaws.

A director may in any manner waive notice of or otherwise consent to a meeting of the board.

**4.13 First Meeting of the New Board.** Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

**4.14 Adjourned Meeting.** Notice of an adjourned meeting of the board to be held within 48 hours from the time the original meeting is adjourned is not required if the time and place of the adjourned meeting is announced at the original meeting.

**4.15 Regular Meetings.** The board shall meet at least once every five (5) months. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof of the business to be transacted thereat to be specified.

**4.16 Meeting Chair.** The chair of any meeting of the board shall be the president, or in the president's absence, the vice-president. If no such officer is present, the directors present shall choose one of their number to chair the meeting.

**4.17 Votes to Govern.** At all meetings of the board every question shall be decided by a majority of the votes cast on the question (ie in the case on an equality of votes a motion shall fail). In the case of an equality of votes the chair of the meeting shall not be entitled to as second or casting vote.

**4.18 Conflict of Interest.** A director or officer who is a party to, or who is a director or officer of or who has a material interest in any person who is a party to, a material contract or proposed material contract with the association shall disclose the nature and extend of such person's interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the board or members for approval even if such contract is one that in the ordinary course of the association's business would not require approval by the board or members, and a director interested in a contract so referred to the board shall not vote on any resolution to approve the same except as provided by the Act.

**4.19 Reimbursement for Expenses.** The directors shall not be paid remuneration for their services. The directors may, by resolution of the board, be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or of any committee thereof.

**4.20 Report.** The board shall submit or cause to be submitted to the annual meeting of members and to any other general meeting of members, a report as to the affairs of the association. In addition, it shall be the responsibility of the board to keep the members informed as to the affairs of the association and to encourage interest, discussion and support on the part of the members throughout the year by presenting periodic reports to the members as to the affairs of the association and the condition of its business.

## **Section Five: Committees**

**5.01 Committees of Directors.** The board shall appoint the following standing committees: finance committee, resolutions committee and nominating committee. The board shall annually, or oftener, appoint not less than two (2) members of the association to be members of the aforesaid committees and the board shall designate one (1) of the members of each committee as chair thereof, except the nominating committee which shall be chaired by the past president. The president shall be an ex officio member of each of such committees but shall not be included in the numbers referred to in this sub paragraph.

**5.02 Advisory Committees and Advisors.** The board may from time to time appoint such other advisory committees and such advisors as it may deem advisable, but the function of any such advisory committees and advisors shall be advisory only.

**5.03 Transmission of Business.** Subject to the provisions of section 4.09, the powers of any committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Unless otherwise provided in the Articles meetings of such committees shall be held at any place in Canada.

**5.04 Procedure.** Unless otherwise determined by the board, each committee shall have the power to

fix its quorum at not less than a majority of its members and to regulate its procedure.

## **Section Six: Officers**

**6.01 Election:** At the first meeting of the board following the annual meeting of the association in which the president's term of office has expired, the board shall elect from among its number a president and a vice-president for a two (2) year term.

**6.02 Appointment:** The board may also from time to time appoint such other officers as the board may determine, including one of more assistants to any of the officers so appointed. Such other officers may, but need not be, a director. One person may hold more than one office. The board may specify the duties of and, in accordance with this bylaw and subject to the provisions of the Act, delegate to such officers such powers as it may deem appropriate.

**6.03 President:** The president shall preside at all meetings of the members, and shall preside at meetings of the directors. The president shall be an ex officio member of all committees appointed by the board. The president shall perform such other duties as are incident to the office of president of the association or as may be required from time to time by the board.

**6.04 Vice-President:** The vice-president shall, in the absence of the president or the president's inability from any cause to act, discharge the duties of the president. Should the office of the president become vacant, the vice-president shall act until such time as the directors may appoint a successor. The vice-president shall carry out such duties as the board may assign.

**6.05 Executive Manager:** The executive manager shall be an officer of the association but is not a member of the board. The Executive Manager shall be entitled to attend all meetings of the association and of the board, and other committee meetings if so directed, and shall keep minutes of the same; send notices of meetings of the members; keep the accounts of the association; act as manager of the head office; be responsible for the safe custody of

the corporate seal and perform other duties as prescribed from time to time by the board.

**6.06 Powers and Duties of Other Officers.** The powers and duties of all other officers shall be such as the terms of their engagement call for or as the board may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

**6.07 Variation of Powers and Duties.** The board may from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

**6.08 Term of Office.** The board, in its discretion, may remove any officer of the association, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the board shall hold office until his successor is appointed.

**6.09 Terms of Employment and Remuneration.** The terms of employment and the remuneration of officers appointed by the board shall be settled by it from time to time.

**6.10 Conflict of Interest.** An officer shall disclose his interest in any material contract or proposed material contract with the association in accordance with section 4.18.

**6.11 Agents and Attorneys.** The board shall have the power from time to time to appoint agents or attorneys for the association in or outside Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

**6.12 Fidelity Bonds.** The board may require such officers, employees and agents for the association as the board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the board may from time to time determine.

**Section Seven: Protection of directors, officers and others.**

**7.01 Limitation of Liability.** Each director and officer of the association in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for any loss, damage or expense happening to the association through the insufficiency or deficiency of title to any property acquired for or on behalf of the association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any for the moneys, securities or effects of the association shall be deposited, or for any loss occasioned by any error of judgement or oversight on that director's or officers' part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the director's or officers office or in relation thereto; provided that nothing herein shall relive any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

**7.02 Indemnity.** Subject to the limitations contained in the Act, the association shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the association is or was a shareholder or creditor, and that person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director or officer of the association or such body corporate, if

- a) that person acted honestly and in good faith with a view to the best interests of the association; and

- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing that the conduct was lawful.

The association shall also indemnify such person in such other circumstances as the Act permits or requires.

**7.03 Insurance.** The association may purchase and maintain insurance for the benefit of any person referred to in section 7.02 against such liabilities and in such amounts as the board may from time to time determine and are permitted by the Act.

## **Section Eight: Memberships**

**8.01 Types of Memberships.** There shall be two (2) types of membership, namely;

- a) Regular Membership, which shall be open to all persons producing or undertaking to produce pedigreed seed in the Province of Manitoba who are members of the Canadian Seed Growers' Association in good standing and who have paid any required fees to the association.
- b) Honorary Membership, which shall be given from time to time on the recommendation of the board to persons who have rendered distinguished service to the association and to agriculture or who are actively interested in the improvement of crops in the Province of Manitoba.

**8.02 Voting.** Each regular member shall be entitled to one vote at each meeting of members of the association. Honorary members, as such, shall not be entitled to a vote at meetings of members of the association or to be elected as a director of the association.

**8.03 Fees.** Annual membership fees and acreage fees shall be set from time to time on the recommendation of the board, upon approval of the members by a vote at an annual meeting or special

meeting of the members. Such fees shall be payable by each member at such time and in such manner as shall be determined by the board from time to time.

**8.04 Termination of Membership.** Membership in the association is not transferable and lapses and ceases to exist:

- after the end of the fiscal year of the association for which the member last paid membership fees;
- upon resignation of the member delivered in writing to the registered office of the association or to a director of the association;
- upon such person ceases to be a member of the Canadian Seed Growers' Association;
- upon the death of the member; or
- otherwise in accordance with these bylaws.

**Section Nine: Meetings of Members.** The annual meeting of members shall be held at such time in each year and, subject to section 9.03, at such place as the board, or the president may from time to time determine, for the purpose of considering the financial statements and report required by the Act to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

**9.02 Special Meetings.** The board, or the president shall have the power to call a special meeting of members at any time.

**9.03 Place of Meetings.** Unless otherwise authorized in the Articles, meetings of members shall be held in the Province of Manitoba at a location determined by the board of directors.

**9.04 Notice of Meetings.** Notice of the time and place of each meeting of members shall be given in the manner provided in section 10.01 not less than 21 nor more than 50 days before the date of the

meeting to each director, to the auditor and to each member who at the close of business on the record dated, if any, for notice is entered in the members register. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgement thereon and shall state the text of any special resolution to be submitted to the meeting. A member may in any manner waive notice of or otherwise consent to a meeting of members.

**9.05 List of Members Entitled to Notice:** For every meeting of members, the association shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order. The members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given. The list shall be available for examination by any member during usual business hours at the registered office of the association or at the place where the meeting is held.

**9.06 Chair, Secretary and Scrutineers.** The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: the president, or vice-president. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the executive manager of the association is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution of by the chair with the consent of the meeting.

**9.07 Persons Entitled to be Present.** The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditors of the association and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the

articles or bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

**9.08 Quorum.** A quorum for the transaction of business at any meeting of members shall be twenty-five persons present in person, each being a member entitled to vote thereat. If a quorum is present at the opening of any meeting of members, the members present may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.

**9.09 Right to Vote.** At any meeting of members every person personally present who is named in the list referred to in section 9.05, shall be entitled to one vote.

**9.10 Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the articles or bylaws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the motion shall be lost.

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

the decision of the members upon the said question.

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

**9.13 Resolutions:**

- a) Resolutions for consideration at an annual meeting of the association shall be submitted in writing to the resolutions committee by the time designated for the opening of the business portion of the annual meeting of the association.
- b) Resolutions provide direction to the board, but do not bind the board to undertake an action.

**9.14 Adjournment.** If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

**9.15 Rules of Order.** In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a meeting, Robert's Rules of Order shall be followed except where inconsistent with these bylaws.

**Section Ten: Notices**

**10.01 Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the articles, the bylaws or

otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the person's recorded address or if mailed to the person at the person's recorded address by prepaid ordinary or air mail or if sent to the recorded address by any means of prepaid transmitted or recorded communication (including fax or email). A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid, a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The executive manager may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the board in accordance with any information believed by the executive manager to be reliable.

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

**10.03 Undelivered Notices.** If any notice given to a member pursuant to section 10.01 is returned on three consecutive occasions because the member cannot be found, the association shall not be required to give any further notices to such member until the member informs the association in writing of the member's new address.

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

**10.05 Waiver of Notice.** Any member, director, officer, auditor or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to them under any provision of the Act, the regulation thereunder, the articles, the bylaws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as they case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board which may be given in any manner.

### **Section Eleven: Dissolution**

**11.01 Dissolution.** Upon the dissolution or winding up of the association, all remaining property, after payment of all debts and liabilities of the association, shall be distributed as provided in its Articles.

### **Section Twelve: Effective Date and Amendment**

**12.01 Effective Date.** These bylaws shall come into force when confirmed by a resolution of the members at an annual or special meeting of the association.

**12.02 Amendment, Repeal and Replacement.** These bylaws may be amended, repealed and replaced by an affirmative vote of sixty-six percent of those present and entitled to vote at an annual or special meeting of members providing that notice of such meeting includes a copy of the resolution setting forth the proposed amendment(s), repeal or re-enactment, as the case may be, is circulated at least ten (10) days prior to the meeting.

**12.03 No Notice Required.** These bylaws may also be repealed, re-enacted or amended at any duly called and constituted annual or special meeting of the members without the giving of the notice required in subsection 12.02 by a resolution to such effect passed by affirmative vote of at least 80% of those present and entitled to vote on such a resolution.

**12.04 Repeal of Previous Bylaws.** All previous bylaws of the association are repealed as of the

coming into force of these bylaws provided that such repeal shall not affect the previous operation of any bylaw so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to such bylaw prior to its repeal. All officers and persons acting under the provisions of the bylaws, and all resolutions of the members or board with continuing effect passed under any repealed bylaw shall continue good and valid except the extent inconsistent with the bylaws and until amended or repealed.

Amendments PASSED by the board this 8<sup>th</sup> day of December, 2010.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

CONFIRMED by the members in accordance with the Act the 9<sup>th</sup> day of December 2010.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary