
GENERAL OPERATING BY-LAW NO. 1

**VORLAGE RACING CLUB/
CLUB DE COMPETITION VORLAGE**

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A By-law relating generally to the conduct of the affairs of

**VORLAGE RACING CLUB /
CLUB DE COMPETITION VORLAGE**

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GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

VORLAGE RACING CLUB / CLUB DE COMPETITION VORLAGE (the “Club”)

WHEREAS the Club was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 11th day of October, 2011;

AND WHEREAS the Club has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a General Operating By-law of the Club to take effect in accordance with section 10.01 as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Club, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act, S.C. 2009, c. 23*, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Club.
- (c) “Board” means the board of directors of the Club.
- (d) “By-laws” means this by-law and all other by-laws of the Club as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member”, “Members” or “Membership” means the sole member of the Club in accordance with section 3.01 of this by-law.
- (g) “Officer” means an officer of the Club.
- (h) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.

- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution; any reference to an ordinary resolution of the members shall mean a vote of the sole member.
- (j) “Proposal” means a proposal submitted by a Member of the Club that meets the requirements of section 163 of the Act.
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution; any reference to a special resolution of the members shall mean a vote of the sole member.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Club shall be the **30th day of June** in each year.

2.02 Banking Arrangements

The banking business of the Club shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Club and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Club to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Club shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Club shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Club may give notice to the Members stating that such documents are available at the registered office of the Club and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Club relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

**SECTION III
MEMBERS**

3.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be three (3) classes of Members in the Club.

(a) Regular Members:

A Regular Member is either:

- A racer over the age of eighteen years Registered with the Club; or
- The parent (s) or legal guardian(s) identified on the Registration Form filed with the Secretary of the Club of any racer under the age of eighteen years that is Registered with the Club.

A racer is considered to be “Registered” with the Club when all annual registration fees have been paid in full for the racing season and all Waivers, Releases and Registration Forms have been duly signed as required by the Board of Directors.

In some instances an individual may have Registered as a racer as well as being a parent of an athlete under the age of eighteen years. In these instances the individual will only hold one Membership in the Club, and is entitled to only one vote at Members’ meetings.

(b) Honorary Members:

The Board of Directors may designate an individual as a Honorary Member for a specified period of time. An Honorary Member is afforded all rights of Membership, including the right to attend and speak at Members’ meetings, but is not entitled to vote.

(c) Life Members:

The Board of Directors may designate an individual as a Life Member. Life Member is afforded all rights of Membership, including the right to attend and speak at Members’ meetings, but is not entitled to vote.

A “Member” includes a Regular Member, a Honorary Member or a Life Member.

3.02 Membership Transferability

A membership may only be transferred to the Club.

3.03 Termination of Membership

Membership in the Club is terminated when:

- (a) a Member is liquidated or resigns his / her membership or dies;
- (b) a Member becomes mentally incapable; or

(c) the Club is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

SECTION IV

MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Club's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Club required by the Act to be presented at the meeting, electing Directors, appointing the public accountant, as may be required under the Act, and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting 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 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Club provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Club shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Club during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Club and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Club to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the Chairperson of the Board. In the event that the Chairperson of the Board is absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be at least twenty (20) Members present and entitled to vote thereat or, where there are less than twenty (20) Members, at least 35% of the Members entitled to vote.

4.10 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution.

4.11 Resolution in Lieu of Meeting

A resolution in writing and signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Club by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Club.

5.02 Number of Directors

The Board shall consist of a minimum of three (3) Directors. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. If the Club becomes a soliciting corporation, at least two of the Directors shall not be Officers or employees of the Club or its affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been found by a court in Canada or elsewhere to be mentally

incompetent, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Director.

5.04 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of Directors shall be three (3) years or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election for a maximum of three (3) consecutive terms.

5.05 Appointment of Directors

Pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board may appoint Directors (the “appointed Directors”) to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Club or at the time specified in the resignation, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director’s term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.11 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.12 Conflict of Interest

Every Director and Officer shall disclose to the Club the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Club, in accordance with the manner and timing provided in section 141 of the Act.

5.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.14 Indemnification

The Club shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

SECTION VI MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the Chairperson of the Board or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Club or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Club not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with

each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 5.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote and the motion shall be defeated.

6.08 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

**SECTION VII
OFFICERS**

7.01 Appointment

The Board may designate the offices of the Club, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Club. A Director may be appointed to any office of the Club. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Club, if designated and if Officers are appointed thereto, shall have the following duties and powers associated

therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chairperson of the Board** - The Chairperson of the Board, if one is to be appointed, shall be a Director. The Chairperson of the Board, if any, shall, when present, preside at all meetings of the Board, committees of the Directors, if any, and of the Members.
- (b) **Secretary** - The Secretary, when in attendance, shall be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Club's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Club.
- (c) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Club; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Club.
- (d) **President** - The President shall be the chief executive officer of the Club. The President shall supervise the day to day operations and administration of the Club. The Board may delegate to the President the power to manage and direct the business and affairs of the Club and to employ and discharge agents and employees of the Club. The President shall conform to all lawful orders given by the Board of Directors of the Club and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Club.

The duties of all other Officers of the Club shall be such as the terms of their engagement call for or the Board or the Chairperson requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 **Term of Office**

Officers, except the President, shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

7.04 **Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Club. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;

- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Club shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII **NOTICES**

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Club or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Club in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

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 Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Club to any notice or other document to be given by the Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Club shall not be required to give any further notices to such Member until such Member informs the Club in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION IX ARTICLES AND BY-LAWS

9.01 Amendment of Articles

The Articles of the Club may only be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Club. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members approving such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

**SECTION X
EFFECTIVE DATE**

10.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Club by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Club this ___ day of _____, 2014.

Chairperson

APPROVED by the Members of the Club at a meeting duly called for the purpose of approving these By-Laws, this ___ day of _____, 2014.