

MOOREDALE SAILING CLUB - BYLAWS

ARTICLE I: GENERAL

- 1.1 Purpose – These Bylaws relate to the general conduct of the affairs of the Mooredale Sailing Club.
- 1.2 Definitions - The following terms have these meanings in these Bylaws:
- a) *Act* – the Ontario Corporations Act, as amended.
 - b) *Age of Majority* – the age every person attains the age of majority and ceases to be a minor on attaining the age of eighteen years in accordance with the Age of Majority and Accountability Act.
 - c) *Auditor* – an individual or individuals, 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.
 - d) *Board* – the Board of Directors of the Corporation.
 - e) *Corporation* – the Mooredale Sailing Club.
 - f) *Days* – will mean calendar days irrespective of weekends and holidays.
 - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
 - h) *Duly Called Meeting* – a Members', Board or Committee meeting for which proper notice was provided in accordance with these Bylaws.
 - i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
 - j) *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, or a meeting of Members.
 - k) *Special Resolution* – a resolution passed by no less than two-thirds of the votes cast at a meeting of the Board or meeting of the 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 Toronto, Ontario, unless amended in accordance with the Act.
- 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 these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order Newly Revised (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.
- 1.9 Headings – The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II: MEMBERSHIP

Categories of Membership

- 2.1 Categories – The Corporation has the following categories of membership:
- a) Sailing Members
 - b) Social Members
 - c) Winter Members
 - d) Honorary Members

Qualifications for Membership

- 2.2 Sailing Member – Any individual, who has attained the legal Age of Majority, has paid in full all fees/dues, is participating in the sport of recreational or competitive sailing, has agreed to abide by the Corporation's bylaws, policies, procedures and rules and regulations and is registered as a member of the Corporation as a Sailing Member. A Sailing Member is entitled to enjoy all of the Corporation's privileges and, at the discretion of the Board of Directors, be entitled to storage of private sail boat(s), kayak(s) and/or canoe(s) on the property of the Corporation.

2.3 Social Member – Any individual, who has attained the legal Age of Majority, has paid in full all fees/dues, has agreed to abide by the Corporation’s bylaws, policies, procedures and rules and regulations and is registered as a member of the Corporation as a Social Member. A Social Member is not entitled to vote at meetings of members, the use of the Corporation’s boat or lessons, but is entitled to three sails with the Corporation’s owned boats, use of the Corporation’s clubhouse and grounds and, at the discretion of the Board of Directors, is entitled to winter storage of private sail boat(s), kayak(s) and/or canoe(s) on the property of the Corporation.

2.4 Winter Member - Any individual, who has attained the legal Age of Majority, has paid in full all fees/dues, has agreed to abide by the Corporation’s bylaws, policies, procedures and rules and regulations and is registered as a member of the Corporation as a Winter Member. A Winter Member is not entitled to vote at meetings of members, the use of the Corporation’s boat or lessons, but is entitled to winter storage of a sailboat and use of the Corporation’s clubhouse and grounds as described in the “Winter Member Contract”.

2.5 Honorary membership – Any individual, who has attained the legal Age of Majority, has agreed to abide by the Corporation’s bylaws, policies, procedures and rules and regulations and is registered as a member of the Corporation as an Honorary Member. An Honorary Member is not entitled to vote at meetings of members, the use of the Corporation’s boat or lessons, but is entitled the use of the Corporation’s clubhouse and grounds. An honorary member is not liable for membership fees. An honorary membership may only be granted by the unanimous vote of the Board of Directors.

Admission of Members

2.6 Quota – The maximum number of Members will be determined annually by the Board of Directors by way of resolution.

2.7 Waiting List – If the applications for Members exceed the membership quota set by the Board of Directors, the overflow applicants will be placed on a waiting list in order of application date.

2.8 Vacancies - Vacancies in membership caused by resignation or non-renewal will be filled by those applicants on the waiting list.

2.9 Admission of Members - No individual or organization will be admitted as a Member of the Corporation unless all of the following conditions are fulfilled:

- a) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- b) The candidate member has been approved by majority vote of 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.

Membership Dues and Duration

2.10 Fiscal and Membership Year - Unless otherwise determined by the Board, the membership year of the Corporation will be April 1st – March 31st and the Fiscal year will be from November 1st – October 31st.

2.11 Dues – Membership dues as either initiation fees or annual membership fees for all categories of Membership will be determined annually by the Board of Directors.

2.12 Deadline – Membership fees will be due upon submission of the membership application.

Transfer, Withdrawal and Termination of Membership

2.13 Transfer – Membership in the Corporation is non-transferable.

2.14 Termination – Membership in the Corporation will terminate immediately upon:

- a) The Member’s death.
- b) The expiration of the Member’s annual membership, unless renewed in accordance with these bylaws.
- c) Resignation by the Member by giving written notice to the Corporation, subject to the terms of conditions 2.14.
- d) Dissolution of the Corporation.
- e) Dissolution if the member is a corporation or representing a Corporation.

- f) Two-thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided reasonable notice is provided and the member is provided an opportunity to be heard.

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

2.16 Arrears – A Member will be notified and provided fifteen (15) days to pay any outstanding monies owed to the Corporation. Failure to pay within the required fifteen (15) days will result in automatic expulsion of the Member.

2.17 Discipline – In addition to 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

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

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the Bylaws, policies and rules of the Corporation;
- e) 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; and
- f) Has paid all required membership dues and any other outstanding fees.

2.19 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, 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, including but not limited to sailing programming or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Commodore, by the Board or upon the written requisition of ten (10%) percent or more of the voting Members of the Corporation. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 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 fifteen (15) months of the last Annual General Meeting and within six (6) months of the Corporation's fiscal year end.

3.4 Notice - Written or electronic notice of meetings of Members will be given to all voting Members at least twenty-one (21) 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.

3.5 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 fifteen (15) days prior to the meeting date or upon the sole discretion of the Commodore or designate.

3.6 Quorum – Twenty-five (25) voting Members will constitute a quorum.

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

3.8 Agenda – The agenda for the Annual General Meeting will at least include and will be issued at least ten (10) days before the meeting date:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Adoption of Minutes of the previous Annual Meeting

- e) Report of Auditors
- f) Appointment of Auditors
- g) Business as specified in the meeting notice
- h) Election of new Directors
- i) Adjournment

Voting at Meetings of Members

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

- a) Sailing Members may participate in meetings of members and are entitled to one (1) vote.
- b) Social Members may participate in meetings of members but are not entitled to vote.
- c) Winter Members may participate in meetings of members but are not entitled to vote.
- d) Honorary Members may participate in meetings of members but are not entitled to vote.

3.10 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.

3.11 Proxy Voting - Voting Members may vote by proxy provided the proxy is submitted and received by the Corporation three (3) business days in advance of the meeting. A Voting Member may hold a maximum of two (2) proxies.

3.12 Determination of Votes – Voting will be determined by a show of hands unless a secret or recorded ballot is requested by the majority of those voting Members present in person or by proxy. Elections will be by way of ballot voting.

3.13 Majority of Votes - Except as otherwise provided in these Bylaws, the majority of votes of Members present in person or by proxy who vote will decide each issue. In the case of a tie, a second vote is conducted. If the tie is not broken on the second vote, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of twelve (12) Directors.

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

- a) Commodore
- b) Vice-Commodore/Safety Officer
- c) Past Commodore
- d) Treasurer
- e) Secretary
- f) Fleet Captain
- g) Training Director
- h) Social Director
- i) Membership Director
- j) House and Grounds Director
- k) Racing Director
- l) Communication Officer

4.3 Duties and Responsibilities: The duties and responsibilities of the Board are as follows:

- a) The Commodore shall:
 - i. Be responsible for the general supervision of the affairs of the Corporation.
 - ii. Preside at all annual and special general meetings of the Corporation club and at all Directors meetings.
 - iii. Take command of the squadron.
 - iv. Enforce the constitution, by-laws, rules and regulations.
 - v. Be a non-voting ex-officio member of all committees.
 - vi. Perform such other duties as may from time to time be established by the Board.
- b) The Vice-Commodore shall:
 - i. Officiate in the absence of the Commodore and assist that officer in the discharge of duties.
 - ii. Be responsible for establishing water survival courses, setting Officer-of-the-Day assignments and be responsible for other areas of safety as shall be determined by the Board of Directors.

- iii. Insure phone service for the clubhouse.
 - iv. Assist the Commodore in all duties.
 - v. Perform such other duties as may from time to time be established by the Board.
- c) The Past Commodore shall:
- i. Officiate in the absence of the Commodore or Vice-Commodore.
 - ii. Assist the Commodore and Vice-Commodore in the discharge of their duties.
 - iii. Perform such other duties as may from time to time be established by the Board.
- d) The Fleet Captain shall:
- i. Be responsible for the care, maintenance and disposal of all boats and sailing equipment in the Corporation's fleet.
 - ii. Be responsible for organizing and coordinating a maintenance program during the sailing season.
 - iii. Organize a winter maintenance program, beginning with the storage of the boats in the autumn and ending with the launching in the spring.
 - iv. Collect boat damage fees.
 - v. Resent a report to the Board of Directors recommending policies concerning the Corporation's fleet and its effective management at the close of the season's sailing so that changes in policy may be brought into effect in time for the following year's activities.
 - vi. Perform such other duties as may from time to time be established by the Board.
- e) The Racing Director shall:
- i. Arrange all schedule for schedules of racing for the members. Consult with similar persons in other clubs or associations in order to arrange schedules for the clubs or associations so that conflicts may be avoided.
 - ii. Organize and administer regattas and races as may be necessary.
 - iii. Run race training programs, posting of race results, maintain, update and present race awards.
 - iv. Administer policies regarding race related boat usage and race event participant selections.
 - v. Perform such other duties as may from time to time be established by the Board.
 - vi. Approve requests for use of boats for out of town racing events.
- f) The House and Grounds Director shall:
- i. Organize, maintain and improve shore facilities including docks, grounds and buildings.
 - ii. Perform such other duties as may from time to time be established by the Board.
- g) The Training Director shall:
- i. Organise and administer an instruction program for the Corporations members for the purpose of providing training in the handling and control of the Corporation's boats, in navigation and in all matters pertaining to sailing.
 - ii. Perform such other duties as may from time to time be established by the Board.
 - iii. Arrange and conduct all schedules of sailing for the members.
- h) The Social Director shall:
- i. Organize and oversee all social events deemed to be the Corporation's functions.
 - ii. Organize social events following educational sailing and racing events.
 - iii. Organize events of a purely social nature such as a season opening party for members to become acquainted, a mid-season party to sustain interest. a party to close the sailing season, any week-end trips, and any other events as appropriate.
 - iv. Organize social events during the off-season to stimulate and maintain interest in the Club.
 - v. Perform such other duties as may from time to time be established by the Board.
- i) The Membership Director shall:
- i. Promote membership in the Corporation.
 - ii. Organize a recruiting program to reenlist old members and attract new members to the Club in conjunction with the Communication Director.
 - iii. Prepare and distribute the annual membership directory and Corporation handbook.
 - iv. Update the new members about new member specific activities and events, including but not limited to: access to the corporation's newsletter, schedule for the
 - v. Perform such other duties as may from time to time be established by the Board.
 - vi. Prepare and maintain tags for sign-out board indicating the level of sailing skills and member's eligibility.

- j) The Communication Director shall:
 - i. Publish and distribute the Corporation's publications as determined by the Board of Directors
 - ii. Publish a calendar of events and activities, general information and Corporation's policies, rules and regulations.
 - iii. Collaborate with the membership director on the publication of marketing materials and the promotion of the Corporation via internet and other media.
 - iv. Supervise the update of the corporation's website and social media
 - v. Perform such other duties as may from time to time be established by the Board.

- k) The Secretary shall:
 - i. Attend all meetings of the Board and general meetings and record all facts and minutes of all proceedings in the books kept for that purpose.
 - ii. Give all notices required to be given to members and to directors.
 - iii. Be the custodian of the seal of the Club and of all books, papers, records, correspondence, contracts and other documents belonging to the Club which he/she shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board.
 - iv. Be responsible for all the documentation of all amendment to the Corporation's Bylaws.
 - v. Execute any document as instructed by the Board.
 - vi. Conduct all correspondence pertaining to secretarial files.
 - vii. Perform such other secretarial duties as may be assigned from time to time by the Board.
 - viii. Perform such other duties as may from time to time be established by the Board.

- l) The Treasurer shall:
 - i. Collect or be responsible for the collection of all fees, dues, subscriptions and monies due to the Corporation.
 - ii. Cause to be deposited all monies received by the Corporation in the Corporation's bank account.
 - iii. Supervise the management and disbursement of funds of the Corporation.
 - iv. Be responsible for the accounting of all the Corporation's monies.
 - v. Pay accounts as approved by the Board.
 - vi. Keep or be responsible for keeping in the books of the Corporation regular accounts of transactions, finances, assets and liabilities of the Corporation subject to the examination by the Board and its auditors.
 - vii. Have custody of and/or be responsible for the books, documents and securities of the Corporation.
 - viii. Submit to the annual general meeting a statement of the Corporation's accounts.
 - ix. Perform such other duties as may from time to time be established by the Board.

Election of Directors

4.4 Eligibility - Any member in good-standing who is the legal Age of Majority or older and has the power under law to contract may be nominated for election as a Director.

4.5 Nominating Committee – The Board may appoint a Nominating Committee who will be responsible to solicit nominations for the election of the Directors.

4.6 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee and be submitted to the Head Office of the Corporation fifteen (15) days prior to the Annual General Meeting.

4.7 Nomination from the Floor – Nominations may be accepted from the floor at a members' meeting if the proposer and seconder are present and the nominee present publically accepts the nomination.

4.8 Circulation of Nominations - Valid nominations will be circulated to voting Members prior to the elections.

4.9 Election – The election of Directors will take place annually at the Annual General Meeting as follows:

- a) The Commodore, Secretary, Fleet Captain, Membership Director, House and Grounds Director will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection b.

- b) The Vice-Commodore, Treasurer, Training Officer, Social Director, Racing Officer, and Communication Director will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection a.

4.10 Decision – Elections will be decided by written majority vote of the Members 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. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

4.11 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.

Past Commodore

4.12 Immediate Past Commodore – The Past Commodore is defined as the immediate last person to occupy the position of Commodore who completed their full term and was not re-elected as a Director, removed or resigned.

4.13 Term of Immediate Past Commodore – The Immediate Past Commodore will serve a maximum term of one year, unless they resign, are removed from or vacate their office.

4.14 Vacancy of Immediate Past Commodore – If there is no Immediate Past Commodore, as defined in section 4.13, the position of Immediate Past Commodore will remain vacant.

Resignation and Removal of Directors

4.15 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.

4.16 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 is not a member; and
- d) Upon the Director's death.

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

Filling a Vacancy on the Board

4.18 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, 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

4.19 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, two Directors or the Commodore.

4.20 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.

4.21 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.22 Quorum – At any meeting of the Board of Directors, quorum will consist of at least six (6) Directors holding office.

4.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the Commodore is entitled to a second vote to decide the issue.

4.24 In Camera Meetings – *In Camera* meetings may be called by the Commodore or two (2) Directors to cover information which will not be recorded in the minutes of the meeting or divulged to the membership or public.

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

4.26 Meetings by Telecommunications - 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 telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Powers of the Board

4.27 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.

4.28 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these Bylaws.

4.29 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.

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

4.31 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.

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

ARTICLE V COMMITTEES

5.1 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.

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

5.3 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.

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

5.5 Ex-officio Committee Members - The Commodore will be *ex-officio* (non-voting) members of all Committees of the Corporation.

5.6 Removal - The Board may remove any member of any Committee or any Committee.

Remuneration

5.7 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. This section does not preclude a Director, Officer or member of a Committee from providing goods or services to the Corporation under

contract or for purchase. Any Director, Officer or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

Conflict of Interest

5.8 Conflict of Interest – A Director, Officer, or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the 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 VI FINANCE AND MANAGEMENT

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

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

6.3 Financial Statements and Audit Requirements – The financial statements of the Corporation will be presented annually to the members at the Annual General Meeting in accordance with the Act.

6.4 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.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Corporation will be signed by two individuals being those Directors appointed by the Board. Written agreements and financial transactions valued at over \$1,000 will be validated by way of resolution of the Board. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

6.6 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.

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

ARTICLE VII AMENDMENT OF BYLAWS

7.1 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. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.2 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.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

ARTICLE VIII NOTICE

8.1 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.

8.2 Date of Notice - Date of notice and confirmed receipt will be the date on which receipt of the notice is hand-delivered or sent electronically via fax or email to the address, fax and/or email ascertained on record by the Corporation. Notice in writing provided my mail will be deemed received five days after the date the mail is post-marked.

8.3 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 IX DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more organization with similar objectives as the Corporation as determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

10.1 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.

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

10.3 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 XI ADOPTION OF THESE BYLAWS

11.1 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 May 30th 2012.

11.2 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.

Commodore

Secretary