

General By-Laws

NORTH AMERICAN BROADCASTERS ASSOCIATION (NABA)

In these By-laws unless the context otherwise requires "Act" means the *Canada Not-for-profit Corporations Act, S.C. 2009, chapter 23, including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time.*

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the NORTH AMERICAN BROADCASTERS ASSOCIATION (NABA) ("NABA" or the "Association").

PURPOSES OF THE ASSOCIATION

2. NABA is a not for profit association whose mission is to identify and study issues affecting North American broadcast interests, including but not limited to: developing effective perspectives and solutions regarding signal distribution and protection across all platforms, content development and protection, and intellectual property; providing a forum for discussion and advocacy regarding the evolution of program creation, distribution and delivery; promoting the principles of free speech and the need for a free press; and protecting the safety of those who work in journalism and NABA member organizations. To accomplish this end, the Association intends to interface with other entities worldwide to ensure that North American broadcast interests are heard, respected and amply considered on the international level.

CONDITIONS OF MEMBERSHIP

Full Membership

3. Full Membership in the Association shall be open to national, over-the-air cable, satellite television or radio network broadcasters in North America (Canada, Mexico and the U.S.) having an interest in international matters affecting broadcasting and other North American organizations having characteristics similar to such broadcasters that share the same interests and objectives. Full Members shall be entitled to receive notice of, attend and vote at all meetings of Members and shall be entitled to one (1) vote at such meetings.

The application for admission as a Full Member shall require the approval of at least 75% of all Full Members.

4. Any Full Member may withdraw from the Association by submitting to the Director-General a written resignation.

5. If any Full Member fails to pay dues as determined by the Association and is in arrears by more than 180 days, then membership in the organization shall be revoked.

If any Full Member fails to maintain the qualifications for Full Membership in the organization, then upon an affirmative vote of at least 75% of the Full Membership shall be revoked by the Association.

Associate Membership

6. Associate Membership is available to North American organizations not eligible for Full Membership but which provide over-the-air, cable, satellite television or radio broadcast services on a less than national basis, other North American organizations having characteristics similar to those broadcasters eligible for Associate Membership that share the same international interests and objectives, and to professional over-the-air, cable, satellite television or radio broadcast membership organizations, provided they share the Association's interests and objectives. Subject to subsection 199(2) of the Act, Associate Members shall be entitled to receive notice of and attend all meetings of Members but shall not be entitled to vote, save and except on committees of the Board in accordance with section 26 of these by-laws. The application for admission as an Associate Member shall require the approval of at least 75% of the existing Full Members.
7. Any Associate Member may withdraw from the Association by submitting to the Director-General a written resignation.
8. If any Associate Member fails to pay dues as determined by the Association and is in arrears by more than 180 days, then membership in the organization shall be revoked.

If any Associate Member fails to maintain the qualifications for Associate Membership in the organization, then upon an affirmative vote of at least 75% of the Full Members that Associate Membership shall be revoked by the Association.

Affiliate Membership

9. Affiliate Membership is available to North American organizations which have business interests related to over-the-air, cable, satellite television or radio broadcast services that share the Association's interests and objectives but are not eligible for Full or Associate Membership. The application for admission as an Affiliate Member shall require at least 75% approval of all existing Full Members of the Association. Subject to subsection 199(2) of the Act, Affiliate Members shall be entitled to receive notice of and attend all meetings of Members but shall not be entitled to vote.
10. Any Affiliate Member may withdraw from the Association by submitting to the Director-General a written resignation.

11. If any Affiliate Member fails to pay dues as determined by the Association and is in arrears by more than 180 days, then membership in the organization shall be revoked.

If any Affiliate Member fails to maintain the qualifications for membership in the organization, then upon an affirmative vote of at least 75% of the Full Members that Affiliate Membership shall be revoked by the Association.

Transfer of Membership

12. A membership may only be transferred to the Association.

REGISTERED OFFICE

13. The Registered Office of the Association shall be in Toronto, Province of Ontario, Canada.

BOARD OF DIRECTORS

14. The property and business of the Association shall be managed by, and the Association shall be governed by, a Board of Directors of not less than five (5) and not more than twenty (20). In the case of a soliciting corporation, the number of Directors may not be fewer than 3, at least 2 of whom are not officers or employees of the Association or its affiliates. The Board of Directors will be composed of at least one (1) representative from each Full Member of the Association, and, as provided below, up to two (2) representatives from the Associate Membership.

The directors must be individuals who are at least 18 years of age, and have the capacity under law to enter into a contract.

Each Full Member shall be entitled to nominate a Board representative. The Associate Members shall be entitled to nominate from their members one representative to be a member of the Board of Directors. If there are five (5) or more Associate Members, then the Associate Members shall be entitled to nominate two (2) representatives to be members of the Board of Directors.

The Board of Directors may consider and transact any general or special business at any meeting.

The Members may, by a majority of votes cast on the resolution at a special meeting, remove any Director or Directors from office.

15. The Board of Directors shall select from its members by majority vote a President and up to two Vice-Presidents for a two year term of office commencing after the Annual Meeting in even-numbered years.

An Executive Committee of the Board of Directors consisting of the President and two (2) Vice-Presidents together with the Director-General

shall be charged with the day-to-day operations of the Association, subject to the direction of the Board of Directors.

Any member of the Executive Committee (the President or the Vice-President(s) and the Director-General) may be required to resign from the Executive Committee by a vote of at least a 75% of the Board of Directors. The person affected will have the right to vote.

The Board of Directors shall also appoint a Director-General for such terms as the Board of Directors may decide. The Director-General shall report to the President.

The President or a duly authorized Vice-President can convene meetings of the Board of Directors and the General Membership Meetings.

The President draws up the draft agenda for the Board of Directors meetings and for the General Membership Meetings.

In the event of the absence or temporary or permanent incapacity of the President, the President shall be replaced in office by a Vice-President to be elected by a majority of all the Board of Directors for the duration of the President's incapacity up to his/her term, unless otherwise decided by the Board of Directors.

If the President and both Vice-Presidents are simultaneously prevented from exercising their functions, the Board of Directors will elect a member of the Board of Directors by majority vote to serve as President for a designated meeting.

The President, and Vice-President(s) and one Member of the Board of Directors shall make up the NABA Finance Committee of the Board of Directors. Additional Members of the Board of Directors may serve on the NABA Finance Committee at the discretion of the President. The NABA Finance Committee studies and makes recommendations on the financial reports prepared by the Secretariat including the Annual Budget, which must be ratified by a majority vote of the Directors. The President, in consultation with the Finance Committee, may approve ad-hoc expenditures of the Association, subject to ratification at the next Board of Directors' meeting.

The President represents the Association at international meetings as appropriate unless this task is otherwise delegated by a majority vote of the Board of Directors.

The Standing Committees shall propose to the Board of Directors, the NABA delegation Chair, delegation members and any NABA Agenda items to be proposed or defended at any and all external formal and informal meetings. The Board of Directors shall approve such proposals and delegations by majority vote.

16. A General Membership Meeting shall take place at least once each calendar year. All classes of Members may attend and review the Audit Report (following the Board of Directors' approval) and other pertinent Association

material. Approval of the Audit and formal ratification by a majority of the Board of Directors are also part of the meeting's requirements. All members are encouraged to attend but Associate and Affiliate Members may not vote at the General Membership Meeting.

17. Meetings of the Board of Directors may be held at any time and place to be determined by majority vote of the Directors provided that seven (7) calendar days' notice of such meeting shall be given to each Director or fourteen (14) calendar days notice if sent by mail. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat so long as the Members of the Board of Directors, by majority vote of the Directors, validate such meeting. Any Director may at any time receive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Documents will be made available to the Board of Directors a minimum of five (5) business days before a Board of Directors' meeting. Late documents may be accepted by a vote of at least 75% of the Board of Directors. Likewise, notice of meetings of less than seven (7) days may be accepted by a vote of at least 75% of the Board of Directors.

The Board of Directors may meet to conduct business by teleconferencing or other electronic means if approved by majority vote of the Board of Directors. Procedures for establishing quorum and recording votes will be pre-approved by the Board of Directors prior to any meeting held using teleconferencing or other electronic means. All Directors participating in the meeting must be able to adequately communicate with each other, and consent in advance to the method of communication allowing equal access.

A quorum shall be required for any meeting of the Board of Directors, such quorum shall be five (5) Directors entitled to vote at such meeting. Directors participating in the meeting electronically, shall be counted towards the quorum requirement.

The Board of Directors shall call a special meeting of the Members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

18. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable auditable out-of-pocket expenses incurred by such Director in the performance of such Director's duties provided such expenses have been pre-approved by the Board. Nothing herein contained shall be construed as to preclude any Director from serving the Association as an officer or in any other capacity and receiving compensation therefor.
19. The Board of Directors may, by majority vote, appoint such agents and hire such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be

prescribed by a majority vote of the Board of Directors.

20. Remuneration for all officers, agents, employees and committee members shall be fixed by a majority vote of the Board of Directors.

INDEMNITIES TO DIRECTORS AND OTHERS

21. Every Director and officer of the Association in exercising his or her powers and discharging his or her 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, every Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- a. all costs, charges and expenses which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings that is brought, commenced or prosecuted against such Director, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of such Director's office or in respect of any such liability and;
 - b. all other costs, charges and expenses which such Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's own willful neglect, misconduct, or default.
 - c. The indemnified Director must give the Association prompt notice of any such action, suit or proceeding and the Association at its option shall have the right to assume such defense.
 - d. The indemnity referred to above shall not apply to any actions, proceedings, claims or demands which may arise from the Director's gross negligence, dishonesty, fraudulent action, or any form of criminal misconduct or misdeed.

POWERS OF DIRECTORS

22. The Directors of the Association conducting business according to the quorum and voting requirements of this document, may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such others acts and things as the Association is by its Articles or otherwise authorized to exercise and do.

23. The Directors conducting business according to the quorum and voting requirements of this document shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by a majority vote of the Board of Directors to an officer or officers of the Association the right to employ and pay salaries to employees. The Directors, by a majority vote, shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the purposes of the Association in accordance with such terms as the Board of Directors, by majority vote, may prescribe.
24. The Board of Directors, by majority vote, shall take such steps as they may deem necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donation of any kind whatsoever for the purpose of furthering the purposes of the Association.

EXECUTION OF DOCUMENTS

25. Contracts, documents or any and all instruments in writing requiring the signature of the Association and which legally binds or creates a financial commitment, shall be approved by a majority vote of the Board of Directors and signed by two (2) members of the Executive Committee, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power, by a majority vote, to appoint the Director General or other officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by majority vote of the Board of Directors.

COMMITTEES

26. The mandate of the Standing Committees is to study and actively seek solutions to international questions affecting broadcasting in their respective areas of expertise and any other duty as may be prescribed by a majority vote of the Board of Directors.

The Board of Directors, by a majority vote, at the annual meeting may create or dissolve any Standing Committees as required by the activities of the Association.

Each Full and Associate Member is entitled to one representative having one vote on each Committee and will also be permitted to designate additional, non-voting representatives from their organizations to attend Committee meetings.

Affiliate Members may attend the Committees set forth in this paragraph 26, but only upon invitation from the Chair of the Committee. Affiliate Members shall have no voting rights in the Committees.

The Secretariat will keep up-to-date record of the Memberships of each Committee and distribute such to each Committee on a regular basis.

Any member of a Committee may be required to resign by a resolution passed by 75% of the Board of Directors.

The members of each Committee shall elect from among their membership, prior to the end of even-numbered years, the Committee Chair and one (1) or more Vice Chairs who must be representing a Full Member unless otherwise authorized by majority vote of the Board of Directors, for a two (2) year term of office commencing after the Annual Meeting in odd-numbered years. Committee Chairs may serve for two (2) consecutive full terms unless a majority of the Board of Directors approves the re-election of the Chair for additional consecutive terms.

Each Committee by majority vote of those entitled to vote, may create one (1) or more Sub-Committees as required to execute the work of the Committee.

All Committees report to the Board of Directors.

27. Meetings of Committees or Sub-Committees shall be held at any time or place as determined by the Committee or Sub-Committee Chair provided that there be given to each member fourteen (14) calendar days' notice of such meeting. Meetings of Committees or Sub-Committees may be called by any three (3) members of such Committee or Sub-Committee provided that there be given to each member fourteen (14) calendar days' notice of such meeting. Notice of meetings of less than fourteen (14) days may be accepted upon approval by the Chair and Vice Chair of the Committee or Sub-Committee. No error or omission in giving notice of any meeting of the Committee or Sub-Committee or an adjourned meeting of the Committee or Sub-Committee shall invalidate such meeting or make void any proceeding taken thereat so long as the members, by majority vote of those entitled to vote validate such meeting. Any member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or thereat. Documents will be made available to members of the Committees or Sub-Committees a minimum of five (5) business days before a Committee or Sub-Committee meeting. Late Documents may be accepted upon majority approval at the Committee or Sub-Committee meeting.

Each standing Committee and Sub-Committee may meet to conduct business by teleconferencing or other electronic means, if a majority of all present members of such Committee or Sub-Committee agree.

A resolution in writing, signed by all the member representatives entitled to vote on that resolution at a standing Committee or Sub-Committee meeting is as valid as if it had been passed at a meeting of the standing Committee or Sub-Committee.

A quorum shall be required for any standing Committee or Sub-Committee meeting, such quorum consisting of a majority of all members entitled to vote at such standing Committee or Sub-Committee. For purposes of

Committee or Sub-Committee meetings, members of the Committee or Sub-Committee participating in the meeting electronically, shall be counted towards the quorum requirement and may vote, if otherwise entitled to vote.

DIRECTOR-GENERAL

28. Upon direction of the President, the Director-General shall administer and coordinate the activities of the Association and shall implement the decisions of the Board of Directors.

The Director-General shall ensure the necessary books and records are regularly and accurately kept. The Director-General shall report regularly to the President and the Finance Committee, at each Board of Directors meeting, and as otherwise requested.

The Director-General shall have custody of the corporate seal.

The Director-General's office shall ensure continuity in the Association's day-to-day business. It shall provide support to the President in his duties, assist the Chairs and members of Committees in the coordination of their work and provide service to the Board of Directors and to the membership of the Association in general.

The Secretariat organizes and coordinates meetings of the Board of Directors, General Membership, Committees and Sub-Committees and normally shall be represented at these meetings.

ANNUAL MEETING

29. An annual meeting of the members of the Association shall be held at any venue in Canada as the Board of Directors may determine by majority vote and on such day as the said Board of Directors by majority vote shall appoint or at any venue outside of Canada, provided the place is specified in the Articles or all the Members entitled to vote at the meeting agree that the meeting is to be held at that place.
30. Notice of the time and place of a meeting of Members shall be given to each Member by the following means:
- a) by mail, courier or personal delivery to each Member, 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, during a period of 21 to 35 days before the day on which the meeting is to be held.
31. At each annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the public accountant shall be presented and a public accountant appointed for the ensuing year. In addition, the Association's activities and expenditures of the preceding year will be reviewed and the

future year's activities and expenditures will be considered.

The Full Members shall appoint Directors for the ensuing year.

32. No error or omission in giving notice of any annual meeting or any adjourned meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat so long as the Full Members, by majority vote validate such meeting, and any Full Member may at the time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be its last address recorded on the books of the Association.
33. A majority of not less than two-thirds of the votes cast on a resolution will be required for a decision to be made at any meeting where special business will be transacted and should contain sufficient information to permit the members entitled to vote to form a reasoned judgment on the decision to be taken. A minimum of five (5) members will constitute a quorum.
34. Each Full Member shall have the right to exercise one (1) vote at any meeting of the members of the Association. Associate Members shall have no votes except on Committees of the Board as specified in paragraph 26. Affiliate Members may attend but not vote at the annual meeting.

UNSCHEDULED MEETING

35. Any three (3) Full Members can call an unscheduled meeting of the Board of Directors.

MINUTES OF MEETINGS

36. The draft minutes of meetings of the Board of Directors shall be distributed to all members of the Board of Directors. The minutes of meetings of the General Membership Meeting and meetings of Committees and Sub-Committees shall be available to the Board of Directors, other Full and Associate Member representatives and such Affiliate Members who were in attendance at these meetings.

VOTING OF MEMBERS

37. Except as otherwise provided in the Articles and these by-laws, at all meetings of members of the Association, meetings of the Board of Directors, meetings of all Committees and Sub-Committees, every question shall be determined by a vote of at least a simple majority of all the members entitled to vote. All matters of Policy and Finance, as those terms are defined in Paragraph 38, shall be decided by a vote of at least 75% of the Directors. Upon request, minority views will be formally expressed in any public statement(s) issued by the Association and in the minutes of the Board of Directors meetings.

38. "Policy" means issues regarding membership in all North American organizations, international organizations, and establishment of new Standing Committees, new or modified NABA officer positions and official positions formally presented at these meetings on behalf of NABA. For the purpose of clarity, issues of NABA attendance at NABA approved national and international meetings and the appointment of NABA officers in national and international organizations are not considered Policy issues and require only the approval of a simple majority of the Board of Directors.

"Finance" means budget related issues excluding the approval of financial statements and appointment of public accountant which require the approval of the Full membership.

39. Pursuant to subsection 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b) a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Québec, signed by the Member or by their agent or mandatary:
 - i. at the registered office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - ii. with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c) a proxyholder or an alternate proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- d) if a form of proxy is created by a person other than the Member, the form of proxy shall:
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used;
 - B. that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
 - C. instructions on the manner in which the Member may appoint the proxyholder;
 - ii. contain a designated blank space for the date of the signature;
 - iii. provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;

- iv. provide a means for the Member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors;
 - v. provide a means for the Member to specify that the membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors; and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under section (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with section (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
 - f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
 - g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

FINANCIAL YEAR/DUES

40. The fiscal year of the Association shall be the calendar year.

Each Full, Associate and Affiliate Member shall pay annual dues on or before April 30th of each year. The Board of Directors sets the amount of annual dues for Full, Associate and Affiliate Members prospectively for each year at the annual meeting.

Extraordinary expenses of the Association, approved by a vote of at least 75% of the Board of Directors, are assessed equally among the Full Members.

Each newly admitted Full Member, upon admission, shall pay dues and assessments proportionate to the time of year of its admission. Each newly admitted Associate and Affiliate Member, upon admission, shall pay the dues and assessments proportionate to the time of year of its admission.

The dues and assessments are paid to the Association's account to be kept as directed by the Board of Directors. The dues and assessments are used to defray expenses of the Association and the direct expenses of the

Secretariat in carrying out duties on behalf of the Association approved by the Board of Directors.

Each member pays its own expenses occasioned by the work of its representatives on behalf of the Association.

AMENDMENT OF BY-LAWS

41. Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Such By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting. Any amendment that requires a special resolution of the Members according to subsection 197(1) of the Act, namely, any amendment to the Articles or the By-laws of the Association to effect the following, is only effective when confirmed by the members:

- a) change the Association's name;
- b) change the province in which the Association's registered office is situated;
- c) add, change or remove any restriction on the activities that the Association may carry on;
- d) create a new class or group of Members;
- e) change a condition required for being a Member;
- f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) add, change or remove a provision respecting the transfer of a membership;
- i) increase or decrease the number of or the minimum or maximum number of directors fixed by the Articles;
- j) change the statement of the purpose of the Association;
- k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;

- l) change the manner of giving notice to Members entitled to vote at a meeting of the members;
- m) change the method of voting by Members not in attendance at a meeting of Members; or
- n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

PUBLIC ACCOUNTANT

- 42. The Members shall, by ordinary resolution at each annual meeting, appoint a public accountant to hold office until the next annual meeting in accordance with the Act unless the Association meets the requirements for a “designated corporation” under the Act and the Members unanimously resolve not to appoint a Public Accountant at that annual meeting. The Directors may fill any casual vacancy in the office of the Public Accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by ordinary resolution of the Members, or if not so fixed, shall be fixed by the Board.
- 43. If the Association meets the requirements for a “designated corporation” under the Act and if a public accountant is appointed by the Members, the public accountant must either conduct a review engagement of the Association’s financial statements in the manner set out in the Regulations to the Act or if the Members by an ordinary resolution, require it, an audit.
- 44. If the Association does not meet the requirements for a “designated corporation” under the Act, the public accountant must conduct an audit of the Association’s financial statements.
- 45. The Board may fill any casual vacancy in the office of public accountant, but while the vacancy continues the last appointed public accountant, if any, may act.

The Members, by special resolution of which notice specifying the intention to pass such resolution was given, may remove any public accountant before the expiration of the term of office of the public accountant, and shall by ordinary resolution appoint another public accountant for the remainder of the term.

METHOD OF GIVING NOTICE

- 46. Any notice (which term includes any communication or document) 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 or member of a committee of the Board or to 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

Association or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Association in accordance with subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;

- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.
47. 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 Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

BOOKS AND RECORDS

48. The Board of Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and accurately kept.

RULES AND REGULATIONS

49. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient and necessary.

INTERPRETATION

50. In all by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.