

SUDBURY ARTS COUNCIL - LEGAL HISTORY

1. **Sudbury Arts Festival Association**

Founded in 1973.

Letters Patent dated July 31, 1974. Recorded Sept.13, 1974.

Ontario Corporation # 292741

Federal Charitable Tax Number 0444430-22-19

2. Constitution 1974-75.

3. July 3rd, 1979. BY-LAW #1 amended Constitution 1974-75.

4. August 1985. Commenced update of BY-LAW NO.1.

Completed and published as:

SUDBURY ARTS FESTIVAL ASSOCIATION

UP-DATED PROCEDURAL BY-LAWS, PARTIAL DRAFT #1

Passed by Board of Directors 11th day of May, 1987.

Passed by Membership at Annual General Meeting May 29th, 1987.

Reaffirmed May 8th, 1989. Signed and dated:

8th Day of May, 1989

Linda Beavis Member of the Board of Directors

Denise Oullette Witness

Section 13. Amendments

Upon one month's notice, amendments to the by-laws may be made by the Board of Directors at regular Board of Director's Meetings, and passed with a simple majority.

5. **Sudbury Regional Arts Council**

1985 Application to change name abandoned 1987.

6. **Sudbury Arts Council/Conseil des arts de Sudbury**

Name Change approved by Membership at AGM, June 23rd, 1988.

Supplementary Letters Patent dated February 13th, 1989.

Ontario Corporation # 292741

7. **Sudbury Arts Council BY-LAW #2, June 16th, 1993**

Amended the operative UP-DATED PROCEDURAL BY-LAWS, PARTIAL DRAFT #1, 1987 with changes to the following:

8. II) *Management Committee of Board of Directors* (from Executive Committee of Board of Directors)

9. *Executive Director* (from Executive Administrator)

10. *Committees: Names, types, duties, responsibilities.*

Changes presented to, and approved by, Membership at AGM June 16th, 1993

Section 13. Amendments

Upon one month's notice, amendments to the by-laws may be made by the Board of Directors at regular Board of Director's Meetings, and passed with a simple majority.

8. **Sudbury Arts Council/Conseil des arts de Sudbury**

UPDATED PROCEDURAL BY-LAWS BY-LAW #3, September 6th 1995

Update approved at Board of Director's meeting September 6th, 1995

"MOVED THAT the sections establishing a Management Committee (S.8, SS.II) be removed from the by-laws, and that the council revert to the language in place prior to the A.G.M. of June, 1993."

MOVER. D. Christakos

SECONDER W. Morin

CARRIED

THESE ARE THE OPERATIVE BY-LAWS @ SEPTEMBER 15TH, 1998

The published document should be signed and dated. Past President Edward Tate and Secretary Antonietta Landolt were present at the meeting Sept.6/95. Both are still available.

BY-LAWS: SUDBURY ARTS COUNCIL

SECTIONS AND SUB-SECTIONS

1. **Head Office**
2. **Seal**
3. **Fiscal Year**
4. **Deposit of Securities for Safekeeping**
5. **Board of Directors**
 - I) Number
 - II) Appointments
 - III) Election
 - IV) Removal
 - V) Vacancies
 - VI) Books and Records
 - VII) Undertaking Indebtedness
 - VIII) Director Contracting with Corporation
6. **Powers of the Board of Directors**
7. **Meetings of the Board of Directors**
 - I) Number
 - II) Quorum
 - III) Notice of Meetings
 - IV) Voting
 - V) Procedures
8. **Officer of the Corporation**
 - I) Execution of Documents
 - II) Management Committee of the Board of Directors
 - III) Duties of President and Vice-President
 - IV) Duties of Secretary
 - V) Duties of Treasurer
 - VI) Duties of Other Officers
 - VII) Quorum
9. **Executive Director**
10. **Committees**
 - A) Ad Hoc Committee
 - B) Special Project Committee
 - C) Fundraising and Finance Committee
 - D) Programs & Services Committee
 - E) Human Resources Committee

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- F) Marketing, Promotion & Public Relations Committee
 - G) Community Relations Committee

11. Membership

- I) Voting of Members
- II) Dues
- III) Annual and Special Meetings
- IV) Error or Omission in Notice
- V) Auditors
- VI) Quorum of Members
- VII) Adjournments

12. Notice

13. Amendments

14. Dissolution

15. Interpretation

SUDBURY ARTS COUNCIL

BY-LAWS #2

A by-law relating generally to the transaction of the affairs of the Sudbury Arts Council

Be it enacted as a by-law of the Sudbury Arts Council (hereinafter referred to as the "Corporation") as follows:

1. HEAD OFFICE

The Head office of the Corporation shall be in the City of Sudbury, in the Region of Sudbury, in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3. FISCAL YEAR

The fiscal year of the Corporation shall end on the thirty-first (31st) day of March in each Calendar year.

4. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

5. BOARD OF DIRECTORS

I) NUMBER:

The affairs of the Corporation shall be managed by a Board of not more than fifteen directors, each of whom at the time of his/her election or within ten days thereafter and throughout his term of office shall be a member of the Corporation, and each of whom shall be elected at the annual meeting, five each year for three year terms, with at least two-thirds of the nominees proposed from the business and professional and one-third from those who are direct practitioners of arts activities. Each director shall be an individual member of the Corporation.

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II) APPOINTMENTS:

In order to maintain a rotation system, only one-third of the fifteen directors shall be elected each year to serve terms of three years. In the year 1985, however, fifteen directors will be elected on the basis of five should serve for a one year term, five shall serve for a two year term, and five shall serve for a three year term. Thereafter, in each year, commencing in 1987, five directors will be elected to fill the position of those whose terms are expiring as of that year. Those directors whose terms have expired shall thereon and thereafter be eligible for re-election if otherwise qualified.

III) ELECTION:

Each director shall be elected by a majority of members of the Corporation at the annual general meeting on a show of hands unless a ballot is demanded in which case such election shall be by ballot.

IV) REMOVAL:

The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting, of which notice specifying the intention to pass such resolution has been given, remove any Board of Director from office before expiration of his term of office. Such removal shall be on a show of hands unless a ballot is demanded in which case such election shall be by ballot. The absence of a director for more than three consecutive meetings or for more than four meetings in a year without reasonable excuse shall be regarded as cause for that director's removal from the Board.

V) VACANCIES:

Vacancies on the Board of Directors, however caused, may so long as quorum of directors remain in office, be filled by the Board of Directors from among the qualified members of the Corporation, upon the recommendation of the Nominating Committee to the Board of Directors, if they shall see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors, for the ensuing year are elected. If a quorum of officers does not remain in office, the remaining directors shall forthwith call a general meeting of the members to fill the vacancy. If the number of Board of Directors is increased, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

VI) BOOKS AND RECORDS:

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

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VII) UNDERTAKING INDEBTEDNESS:

The Board of Directors may from time to time

- (a) borrow money on the credit of the Corporation;
- or
- (b) issue, sell or pledge securities of the Corporation;
- or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
- and
- (d) the Board of Directors shall authorize the Treasurer and any other officer or employee of the Corporation or any other person to make all arrangements with reference to such money borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board of Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

VIII) DIRECTOR CONTRACTING WITH CORPORATION:

It shall be the duty of every director of the Corporation who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall declare his interest at a meeting of Board of Directors of the Corporation. In the case of a proposed contract, the declaration shall be made at the meeting of the Board of Directors at which the question of entering into the contract is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract, at the meeting of the Board of Directors held after he becomes so interested and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board of Directors held after the director becomes so interested.

A general notice given to the Board of Directors of the Corporation by a director to the effect that he is a shareholder or member of, or otherwise interested in, any other corporation, joint stock company or unincorporated association or is a member of a specified firm and is to be regarded as interested in any contract made with such other corporation, joint stock company, unincorporated association of firm, shall be deemed to be a sufficient declaration of interest in relation to any contract so made, provided such notice is given at a meeting of the Board of Directors or the director takes reasonable steps to ensure that such notice is brought up and read at the next meeting of the Board of Directors after such notice is given.

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If a director had made a declaration of his interest in a contract or proposed contract as above set out and has not voted in respect of such contract, such director shall not be accountable to the Corporation or any of its members or creditors for any profit realized from such contract and such contract shall not be voidable by reason only of such director holding that office or of the fiduciary relationship thereby established.

Notwithstanding anything in this section, a director shall not be accountable to the Corporation or to any of its members or its creditors for any profit realized from such a contract and such contract shall not, by reason only of the interest of the director therein, be voidable if such contract is confirmed by a majority of the votes cast at a general meeting of the members called for that purpose and if the interest of such director in such contract is declared in the notice calling such meeting.

6. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and, save as herein otherwise provided, may exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do.

The directors shall serve without remuneration. A director may be paid reasonable expenses incurred by him in the performance of his duties.

7. MEETINGS OF THE BOARD OF DIRECTORS

I) NUMBER:

The Board of Directors shall meet at least eight times per year.

II) QUORUM:

A majority of the directors shall form a quorum for the transaction of business provided that this majority includes one officer of the Corporation.

III) NOTICE OF MEETINGS:

At least five days notice of each regular meeting of the Board of Directors, specifying the time and place of the meeting, shall be given to the directors. No error or omission in giving notice shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting and any director may at any time waive notice of any such meeting and may rectify and approve of any or all proceedings thereat. Notice of other meetings shall be given to each director at least 48 hours before the meeting is to take place. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places in or outside Ontario as it may from time to time determine. No formal notice of any such meetings shall be necessary if all the directors

are present, when the meeting date is set. Board of Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction in writing of two directors. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board of Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors.

IV) VOTING:

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his original vote, shall have a second and deciding vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution.

V) PROCEDURE:

When not in conflict with the Letters Patent and the by-laws of the Corporation, Bourinot's Rules of Order shall be the governing rules of meetings of the Board of Directors.

8. OFFICERS OF THE CORPORATION

There shall be a Past-President, a President, one or more Vice-Presidents, a Treasurer and a Secretary and such other officers as the Board of Directors may from time to time appoint.

The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors; provided that, in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

All officers of the Corporation shall be members of the Board of Directors and shall be elected or appointed annually by the Board of Directors. All officers shall be subject to removal from their office by resolution of the Board of Directors at any time with or without cause.

I) EXECUTION OF DOCUMENTS:

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

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Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the Board of Directors.

The President, Vice-President, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares of stock, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at anytime by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

II) MANAGEMENT COMMITTEE OF THE BOARD OF DIRECTORS:

There shall be an Management Committee of the Board of Directors consisting of the officers of the Corporation, the Chairs of the Standing Committees and the Executive Director (ex-officio). The Management Committee shall act for the full Board of Directors subject to its direction and shall generally administer the affairs of the Corporation. The Management Committee shall not enact by-laws.

The Management Committee shall be empowered to authorize from time to time the proper officers of the Company to enter into any agreement, contract, lease or engagement in furtherance of the ordinary business of the company, subject to the limitations and conditions as may be specified by the Management Committee.

The Management Committee shall keep an accurate record of all decisions made or action taken by which record shall be regularly and promptly submitted to each member of the Board of Directors for information and for approval at the next ensuing meeting of the Board of Directors.

The Management Committee shall meet from time to time as it deems necessary to conduct the affairs of the Corporation.

III) DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, subject to the direction of the Board of Directors, be charged with the general management and supervision of the affairs and operations of the Corporation.

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The President and one other officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates, and such other documents as may require his signature in accordance with the Corporation's by-laws or otherwise and shall perform such other duties as may be assigned to him from time to time by the Board of Directors.

The President shall report to the Board of Directors from time to time upon all phases of the management and operations of the Corporation and generally as to its affairs.

The President shall, when present, preside at meetings of the Board of Directors.

During the absence or inability of the President, his duties shall be exercised by a Vice-President, insofar as he is qualified to do so or by any other director as the Board of Directors may from time to time appoint for the purpose. If a Vice-President or other director exercises any such duty or power, the absence or inability of the President shall be presumed without reference thereto.

IV) DUTIES OF SECRETARY:

The Secretary shall be exofficio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose.

V) DUTIES OF TREASURER:

The Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors of the regular meetings thereof or whenever required of him, an account position of the Corporation. Notwithstanding other powers and duties set out in this by-law, the Treasurer, along with the Executive Director, shall have the sole authority to sign the cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation.

If the Treasurer is temporarily unable to sign cheques, then the Management Committee shall appoint one other of its members to sign cheques in place of the Treasurer during such period of inability.

VI) DUTIES OF OTHER OFFICERS:

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

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and recommends strategies to reach target groups as required by the activities of the Corporation.

G) COMMUNITY RELATIONS COMMITTEE:

The Community Relations committee consists of the Chair, President (ex-officio), Executive Director (ex-officio), along with members of the Board of Directors, of the Corporation and the community at large. The committee reports to the Board of Directors through the Management Committee.

The committee establishes a yearly advocacy and membership services action plan and undertakes advocacy acts on behalf of the Board of Directors. Members of the committee will represent the Sudbury Arts Council on outside task forces, agencies and/or study groups as well as with the Sudbury Municipal Arts Commission. In addition, the committee will develop positions on issues of concern to the arts community and monitor legislation and/or decisions that affect the arts community.

11. MEMBERSHIP

There shall be the following four classes of membership in the Corporation:

- A) Individual membership
- B) Organization membership
- C) Support membership
- D) Honorary membership

A) INDIVIDUAL MEMBERSHIP:

An individual member is one who is desirous of taking an active part in the work of the Corporation, in addition to or apart from membership in an organization, and shall pay such fees as are determined by the by-laws. He shall receive notice of general meetings and activities. He shall be eligible to vote at each meeting of members.

B) ORGANIZATION MEMBERSHIP:

Any non-profit organization which conducts or sponsors activities, events or meetings related to arts or cultural activities in the Sudbury Region shall be eligible for consideration for group membership.

Member organizations shall be in sympathy with the aims of the Corporation, shall be willing to accept responsibility for actively furthering these aims, and shall pay such fees as are determined by the by-laws. Each member organization shall have one vote at the general meeting. Member organizations shall receive notice of general Corporation meetings and activities.

C) SUPPORT MEMBERSHIP:

Support members shall be business professionals and corporations who are desirous of contributing financially to the work of the Corporation. Support members shall pay such fees as are determined by the by-laws. Support members shall have one vote

each at general meetings and shall have all the privileges of an individual member.

D) HONORARY MEMBERSHIP:

Honorary members shall be appointed by the Board of Directors. They shall not vote at general meetings nor be eligible to serve on the Board of Directors. They shall not participate in any distribution of the property of the Corporation upon dissolution of the Corporation and they shall not be required to pay any membership fees or dues.

I) VOTING OF MEMBERS:

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. Each member may by means of a proxy, appoint a person, who need not be a member of the Corporation, as a nominee to attend and act at a meeting of the Corporation in the manner; to the extent and with the power conferred by the proxy including the power to vote at the meeting. No member or other person shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all membership fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the President that a resolution has been carried or not carried and an entry to the effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President shall be entitled to second or deciding vote.

II) DUES:

Membership shall be renewable annually and shall be valid for the balance of the membership year as determined by the Board of Directors. Additional criteria for membership may be adopted by the Board of Directors by resolution.

There shall be no membership fees payable by members except those as shall from time to time be fixed by resolution of the Board of Directors which resolution shall become effective only

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when confirmed by a majority of the votes cast at an annual or general meeting.

The Past President shall notify the members of the membership fees at any time payable by them, and if any membership fees are not paid within 30 days of the date of such notice thereof, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members shall on payment of all unpaid dues or fees be reinstated as of the day of such payment.

III) ANNUAL AND GENERAL MEETINGS:

The annual or any general meeting of the members shall be held at the head office of the Corporation or such other place in Ontario as the Board of Directors may from time to time determine and on such day as the Board of Directors shall appoint.

At every 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 auditors shall be presented and a Board of Directors elected and auditors shall be appointed for the ensuing year and the remuneration of the auditors may be approved by the members. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a special general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member, at least ten days before the time fixed for the holding of such meeting.

IV) ERROR OR OMISSION IN NOTICE:

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

V) AUDITORS:

One or more auditors shall be appointed by the members of the Corporation at each annual meeting to hold office until the next annual meeting and, if an appointment is not so made, the auditor or auditors in office shall continue in office until a successor is appointed, but the members may, by resolution raised by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of his term of office and shall, by

a majority of votes cast at that meeting, appoint another auditor in his stead for the remainder of his term.

The Board of Directors may fill any casual vacancy in the office of auditor. Notice of the appointment of such auditor or auditors shall be given to him or them in writing by the Treasurer forthwith after such appointment is made. The remuneration of the auditor or auditors shall be approved by the members at the annual meeting, or by the Board of Directors pursuant to authorization given by the members at the annual meeting or when the auditors are appointed by the Board of Directors.

VI) QUORUM OF MEMBERS:

A quorum for the transaction of business at any meeting of members shall consist of not less than ten members present in person.

VII) ADJOURNMENTS:

Any meetings of the Corporation or of the Board of Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

12. NOTICE

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, and unless otherwise specifically stated in the by-laws of the Corporation, such notice shall be in writing and shall be given by personal service of the written notice on the person being notified or it shall be given by sending the written notice by prepaid first class mail or by telegraph or by telex, addressed to the person being notified at his address which appears on the books of the Corporation. Where written notice is sent by prepaid first class mail, the written notice is effective on the fourth day after the written notice is mailed. Otherwise the written notice is effective on the day when it is personally served, telegraphed or telexed.

13. AMENDMENTS

Upon one month's notice, amendments to the by-laws may be made by the Board of Directors at regular Board of Directors' Meetings, and passed with a simple majority.

14. DISSOLUTION

The Corporation if terminated as an organization will make provision that all assets after payment of known liabilities shall be distributed to one or more recognized charitable organizations in Canada, to be determined by the Board of Directors.

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15. **INTERPRETATION**

In these by-laws and in all other by-laws of the Corporation hereafter passed 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 references to persons shall include firms and corporations.