



**MANITOBA AMATEUR FOOTBALL
ASSOCIATION (FOOTBALL MANITOBA)**

BY-LAWS

ADOPTED APRIL 22, 1989

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ARTICLE 1 GENERAL

- 1.1 Purpose -- These Bylaws relate to the general conduct of the affairs of the Manitoba Amateur Football Association (operating as Football Manitoba), a corporation without share capital incorporated under the Manitoba Corporations Act and referred to as the "Association" in these Bylaws.
- 1.2 Definitions -- The following terms have these meanings in these Bylaws
- a. *Act* – the Manitoba Corporations Act (C.C.S.M. c. C225), as amended.
 - b. *Ad-hoc Committee* – any committee, other than a Standing Committee, established by the Board to perform a certain task
 - c. *Association* – Manitoba Amateur Football Association
 - d. *Auditor* - an individual appointed by the Members at the Annual General Meeting (AGM) to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting.
The Auditor will not be an Employee or a Director of the Association
 - e. *Board* – the Board of Directors of the Association
 - f. *Constitution* – the Constitution/Articles of Incorporation of the Association, as filed with the Registrar and comprising a statement of the Association's purposes
 - g. *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws
 - h. *Member* – will include all categories of membership pursuant to these Bylaws
 - i. *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these Bylaws
 - j. *Registrar* – the Manitoba Registrar of Companies, or any successor or replacement agency
 - k. *Standing Committee* – the Executive Committee, and any other Standing Committee that may be established by the Board
- 1.3 Head Office - The head office of the Association will be located at 145 Pacific Avenue in Winnipeg, Manitoba, Canada at such place therein as may from time to time be determined by the Board.
- 1.4 Corporate Seal - The Association 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 Association will be carried on without the purpose of gain for its Members and any profits or other accretions to the Association 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 Association.
- 1.7 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (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.

ARTICLE 2 MEMBERSHIP

2.1 **Categories of Membership** - The Association has the following classes of membership, the conditions of which are set out below and in policy. The Board may introduce other categories of membership and their admission criteria.

- a. Ordinary Member
- b. Associate Member
- c. Advisory Member
- d. Honorary Member
- e. Life Member
- f. Active Member
- g. Affiliate Member

2.2 **Qualifications of Membership**

- a. Ordinary Member - Ordinary Members shall be any properly organized and recognized associations of amateur football and shall be considered, if one of the following:
 - i. An organization operating out of the Province of Manitoba; consisting of a minimum of three (3) teams; governed by a 'Board of Directors' elected by its membership (i.e. clubs, leagues);
 - ii. An organization representing a specific component of Football, (i.e. Officials), subject to approval of the Board of Directors;
 - iii. A Regional Sport Specific organization, recognized as such by the appropriate Regional Sport Association, or
 - iv. A single organization governed by an elected Board with three (3) or more teams participating in three (3) or more "age divisions" sanctioned by Football Manitoba.
- b. Associate Member -- The Associate members shall be any properly organized and recognized individual football team that participates only in an inter-provincial league or plays an exhibition only schedule. An Associate member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors but will not have a right to vote in the affairs of the Association.
- c. Advisory Member - Advisory membership may be granted by the Board of Directors at its sole discretion, upon a person or organization the Board wishes to have as an Advisory Member. The conditions, duration and terms of Advisory Membership shall be determined by the Board.
- d. Honorary Member -.
- e. Life Member -Life membership may be granted by the Board of Directors, at its sole discretion, upon a person or organization that the Board wishes to have as a Life member. The terms and conditions of a Life membership shall be determined by the Board.
- f. Active Member -Active membership may be granted by the Board of Directors to any individual participating in the activities of Football Manitoba and paying the appropriate registration fee as determined by the Board of Directors.
- g. Affiliate Member –

2.3 **Admission of Members**

- a. A properly organized association or individual team of amateur football that is willing to

comply with and abide by the Constitution, By-laws and Rules & Regulations of the Association may apply for membership.

- b. An application for Ordinary membership must be submitted 30 days prior to the date of the Board of Directors meeting at which the application is to be considered.
- c. An application for Associate membership must be submitted 30 days prior to the date of the General meeting at which the application is to be considered.
- d. The application for Ordinary or Associate membership shall be accompanied by:
 - i. a copy of the Constitution and By-Laws of the applicant;
 - ii. letters of incorporation (if appropriate);
 - iii. a list of its Officers;
 - iv. information on the number of teams operating under its jurisdiction for Ordinary Members or information on the league in which it participates for Associate Members;
 - v. a current financial statement;
 - vi. such other information as the Association may require, and
 - vii. the current application fee.
- e. Approval of the issuance of an Ordinary membership shall take place at a regularly scheduled meeting of the Board of Directors and shall require an affirmative vote of at least two-thirds (2/3) of the Board of Directors.
- f. Approval of the issuance of an Associate membership shall take place at a General meeting and shall require a simple majority of the Ordinary members present. Membership will take effect at the close of the General Meeting.

2.4 Rights and Duties

- a. Each Ordinary member shall have the right to have voting representatives attend all General meetings of the association. The number of voting representatives shall be equal to the number of votes the Ordinary member is eligible to exercise.
- b. Each Ordinary and Associate member will have a duty to the Association to uphold the Constitution, comply with these By-laws and the policies and procedures of the Association.

2.5 Membership Fees

- a. The annual fee for an Ordinary and Associate membership shall be determined by a majority vote at the Annual General Meeting and shall be due to the Association by March 31st annually. The annual fee for an Advisory, Affiliate, Honorary, or Life member shall be determined by the Board of Directors and an invoice will be issued to those members at least 30 days prior to the annual due date of March 31st. The membership of the Association shall be January 1st to December 31st.

2.6 Registration Fees

- a.
 - i. The annual registration fee (eg: players, coaches, managers, trainers and board members) shall be determined by the Board of Directors prior to an approved budget January 1 of any year,
 - ii. An invoice of 75% of prior year's registration numbers will be due June 15th annually. Participating clubs will receive an invoice no less than 30 days prior to June 15th

- iii. High school football will be invoiced 75% of prior year's registration numbers prior to September 4th each year
 - iv. Remaining registration fees will be due no later than October 30th annually. Participating organizations will receive an invoice no less than 30 days prior to October 30th
- b. Failure to submit registration fees in accordance with above shall result in the specific team/club/organization/player being suspended, meaning the team/club/organizations/player will be prevented from playing until those fees have been paid in full to the Association.
 - c. Advisory, Affiliate, Honorary and Life Members - There shall be no registration fees for Advisory, Affiliate, Honorary or Life membership.

2.7 Withdrawal, Termination and Expulsion of Membership

- a. Withdrawal - A member may withdraw from the Association by notice in writing. A withdrawing member shall not be entitled to a refund of any portion of fees or assessments it has paid.
- b. Termination – Membership in the Association will terminate immediately upon any of the following:
 - i. The Members death.
 - ii. The expiration of the Member's annual membership, unless renewed in accordance with these bylaws.
 - iii. Resignation by the Member by giving written notice to the Association.
 - iv. Dissolution of the Association.
 - v. Dissolution if the member is a corporation or representing a Corporation.
 - vi. As determined by a decision making panel in accordance with the Association's applicable discipline policies.
 - vii. 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.
 - viii. Failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association.
- c. Expulsion - An Ordinary or Associate member may be expelled from the Association by a resolution at General meeting.
 - i. The notice of resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.
 - ii. The Ordinary or Associate member who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the General meeting before the resolution is put to a vote.
 - iii. Expulsion from the Association shall require the approval of two-thirds (2/3) of the Ordinary members present at a General meeting.

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

2.9 Member in Good Standing – a member of the Association 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 Association;
 - d. Has complied with the Constitution, Bylaws, policies and rules of the Association;
 - e. Is not subject to a disciplinary investigation or action by the Association, 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 and/or registration dues.

2.10 Member 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, receive notice of member meetings, attend member meetings, speak at member meetings 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 programs 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 3 MEETINGS of MEMBERS

- 3.1** Types of Meetings:
- a. Special meetings to consider specific items of business that may arise between the regular meetings. The only business that can be transacted is that which has been specified in the call of the special meeting. A Special meeting may be called by the order of the President or any two Executive members or upon written request of a majority of the Ordinary members of the Association. Notice of Special meetings shall be sent to members entitled to receive notice and vote at such meetings not less than 15 days prior to the meeting.
 - b. Annual General Meeting (AGM) to receive annual reports from Officers, elections of Officers and other items as required by the Association. The AGM shall be held on or before the end of the month of April of each calendar year. Notice of the AGM shall be sent to members of the Association entitled to receive notice and vote at any such meeting not less than thirty (30) days prior to the meeting.
 - c. Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.
- 3.2** Notifications - shall be sent to members using electronic communication and include the date, time and location of the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any member entitled to receive notice does not invalidate proceedings at that meeting.
- 3.3** Non-members - the membership shall decide if a non-member is entitled to attend a meeting and by invitation only, non-members attending a meeting may express their views with limits placed on time allotted the non-member and staying relevant to the topic. Any non-member allowed at the meeting has no rights with reference to the proceedings. The membership has the right to protect themselves from the annoyance and/or disorderly conduct of non-members. The members have the right to require non-members to leave the meeting and non-members have no right of appeal.
- 3.4** The usual meeting order of business for any Special meeting or AGM shall be:
- a. Registration and Identification of attendees.
 - b. Call to Order
 - c. Establishment of Quorum
 - d. Appointment of Scrutineers (AGM only)
 - e. Approval of the Agenda
 - f. Declaration of any Conflicts of Interest
 - g. Review and Approval of Minutes of the preceding meeting
 - h. Business arising from the minutes
 - i. Board, Committee and Staff Reports
 - j. Amendments to the Constitution. (AGM only)
 - k. Approval of Auditors Report and Financial Statements (AGM only)
 - l. Appointment of Auditors(AGM only)
 - m. Appointment of Legal Counsel(AGM only)
 - n. Business as specified in the meeting notice
 - o. Election of new Directors (AGM only)
 - p. Adjournment

ARTICLE 4 VOTING – Annual General Meeting and Special Meeting

- 4.1** At each Annual or Special meeting of the Association, Ordinary members (defined 2.2a) in good standing shall be entitled to up to five (5) delegates with one (1) vote per delegate. The number of delegates/votes is determined by the number of members the specific League or Association represents, as follows:
- 1-100 members = 1 Vote
 - 101-200 members = 2 Votes
 - 201 – 1000 members = 3 Votes
 - 1001 members and greater = 5 Votes
- 4.2** Elected Directors, Advisory, Associate, Affiliate, Honorary, Life and Active members are entitled to attend any Annual General or Special meeting and take part in the discussions thereat. They are **not** entitled to vote.
- 4.3** All resolutions to a meeting must be moved and seconded. The chairperson of any such meeting may move or second a resolution. All resolutions shall be decided by a show of hands unless a secret ballot is requested by the majority of those members voting.
- 4.4** Equality of Votes - In the case of an equality of votes on any resolution, a second vote shall be taken after a five minute recess. If an equality of votes still exists the resolution shall not pass.
- 4.5** Scrutineers - At the beginning of each meeting, the Association may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 4.6** Majority of Votes - Except as otherwise provided in the Act or these Bylaws, a Resolution of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.
- 4.7** Quorum - A simple majority of ordinary members in good standing, in attendance, shall constitute a quorum for any meeting. Quorum must be obtained prior to the accomplishment of any business.
- 4.8** Proxy voting is specifically prohibited.

ARTICLE 5 GOVERNANCE

- 5.1** Composition of the Board of Directors – The Association shall have a minimum of four (4) and a maximum of eight (8) elected Directors.
- 5.2** Election of Directors
- a. Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of two individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations for the vacant Board positions.
 - b. Nomination - Any nomination of an individual for election as a Director will:
 - i. Include the written consent of the nominee by signed or electronic signature; and
 - ii. Be submitted to the Office of the Association at least fourteen (14) days prior to the Annual General Meeting.
 - c. Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but must provide written notice to the Head Office of the

Association fourteen (14) days prior to the Annual General Meeting.

- d. Circulation of Nominations and Platforms - Valid nominations will be circulated to all voting members prior to elections. Nominations may be received from the Members at the meeting.
- e. Election – The election of Directors will take place annually at the Annual General Meeting
- f. Decision – Elections will be decided by majority vote of the Members and shall be done by secret ballot:
- g. Terms - Elected Director 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. Directors will be eligible for re-election as Directors. If an Elected Director resigns office or otherwise ceases to hold office, the remaining Directors may appoint a person to take the place of the former Director. Such an appointed Director holds office only until the election at the next Annual General Meeting of the Association but is eligible for re-election.,

5.3 Directors - Withdrawal, Vacancy, Expulsion or Termination

A Director may not resign from the Board if the Director is subject to disciplinary investigation or action of the Association. That Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action

- a. Withdrawal - A Director may withdraw from the Board by notice in writing.
- b. 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.
- c. Expulsion – A Director may be expelled from the Association by a resolution of the voting members present at an AGM, Closed or Special Meeting, provided the Director has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.
 - i. The Director who is the subject of the resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote.
 - ii. Expulsion from the Association shall require the approval of two-thirds (2/3) of the Directors present at a meeting.
 - iii. The Board may remove any elected Director before the expiration of their term of office if the individual has been absent from three Board of Directors meetings within one year.
- d. Termination – the office of any Director shall be vacated immediately upon the Member's death.

5.4 Meetings of the Board of Directors

- a. 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 or the President.
- b. 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.

- c. Number of Meetings – The Board will hold at least eight (8) meetings per year.
- d. Voting – Each Director is entitled to one (1) vote.
- e. Closed Meetings – Meetings of the Board will be closed to the public except by invitation of the Board.
- f. Meetings by Telecommunications - A Director may, if all the Directors of the Association consent, participate in a meeting of directors or of a committee of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.
- g. Decisions in Lieu of Meetings - If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed

5.5 Power of the Board

- a. Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.
- b. Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these Bylaws.
- c. 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.
- d. Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.
- e. Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE 6 OFFICERS AND EXECUTIVE COMMITTEE

6.1 Composition – The Officers will be comprised of the President, Vice-President, Secretary and Treasurer.

6.2 Duties - The duties of Officers shall be as follows:

- a. The President shall be responsible for the general supervision of the affairs and operations of the Association, will preside at the meeting of Members, Board or Executive, present a report to be presented at the Annual General Meeting, be a signing officer in all matters and will perform such other duties as may from time to time be established by the Board.
- b. The Vice-President shall support and assist the President in all duties, assume the

duties of the President in their absence, and will perform such other duties as may from time to time be established by the Board.

- c. The Treasurer shall be responsible for the kept proper accounting records, as required by the *Act*, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will assist in the preparation of annual budgets, provide the Board of Directors a monthly financial report of the Association, be a signing officer in all financial matters and will perform such other duties as may from time to time be established by the Board.
- d. The Secretary - shall be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.

6.3 Executive Committee - The Executive Committee will be comprised of the Officers and the Immediate Past President

- a. Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.
- b. Quorum - Quorum will be three-quarters (3/4) of the Executive's voting members.
- c. Voting – Each Executive Committee member is entitled to one vote. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed upon no less than three (3) affirmative votes.
- d. Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

6.4 Ad-hoc Committees - The Board may appoint such ad-hoc committees as it deems necessary for managing the affairs of the Association 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 except where prohibited by the Act, the Constitution or these Bylaws.

- a. Committee Members - Except for the Executive Committee, any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.
- b. Quorum - A quorum for any committee will be the majority of its voting members.
- c. 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.
- d. 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.

- 6.5** President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Association.
- 6.6** Remuneration - No director, officers or committee members shall be remunerated for being or acting as a Director but shall be reimbursed for expenses necessarily and reasonably incurred as approved by the Board while engaged in the business of the Association. Loss of wages shall not be considered out of pocket expenses.
- 6.7** Acting in Good Faith – a Director shall:
- a. act in accordance with the law and honestly and in good faith and in the best interest of the Association;
 - b. exercise the care, diligence and skill of a reasonably prudent person in performing duties as a director
- 6.8** Conflict of Interest – A Director, Officer, Executive Committee member 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 Association 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 7 FINANCE AND MANAGEMENT

- 7.1** Fiscal Year – The fiscal year of the Association will be January 1st – December 31st, or such other period as the Board shall determine.
- 7.2** Bank - The banking business of the Association shall be conducted at such financial institution as the Board may designate.
- 7.3** Deposits and Withdraws – All securities, monies and cheques of the Association shall be deposited for safekeeping in one of the Association’s bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.
- 7.4** Expenditures not part of annual approved budget – proposed expenditures not part of the budget will be decided by the Board of Directors.
- 7.5** Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two Officers being any two of the President, Vice-President, Treasurer or Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Association.
- 7.6** Annual Budget – The Executive Director and the Treasurer shall produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.
- 7.7** Requests for Financial Aid – Requests for financial aid from third parties may be made to the Board of Directors at any time and must be submitted by documented presentation.
- 7.8** Auditors - At each Annual General Meeting the Members shall appoint an auditor to make a report to members on the financial statements of the Association and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Association in accordance with Canadian Accounting Standards for not-for-profit organizations, and such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.. The auditor will hold office until the next Annual Meeting. The auditor shall not be an Employee or a Director of the Association.
- 7.9** Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law shall be necessarily and properly kept.
- 7.10** Property - The Association 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.
- 7.11** Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 8 AMENDMENT OF BYLAWS

- 8.1** Voting – The by-laws of the Association may be repealed or amended at a meeting of the Board of Directors and shall take effect immediately. Any amendments must be sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at the next AGM. If an amendment is not sanctioned at the AGM, the amendment shall be defeated, and the original wording of the bylaw shall take effect at the close of the AGM.

- 8.2** Notice in Writing – Notice in writing to voting Members fifteen (15) days prior to meeting at which it is to be considered.

ARTICLE 9 NOTICE

- 9.1** 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 Association, Director or Member, as the case may be.
- 9.2** Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked
- 9.3** 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 10 DISSOLUTION

- 10.1** Dissolution - Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed to other organizations as agreed to by the members and in accordance with the provisions of the Act.

ARTICLE 11 INDEMNIFICATION

- 11.1** Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association 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.
- 11.2** Will Not Indemnify - The Association will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.
- 11.3** Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE 12 ADOPTION OF THESE BYLAWS

- 12.1** Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on March 21, 2016.
- 12.2** Ratification – These Bylaws are ratified by a Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on June 28, 2016.
- 12.3** Repeal of Prior Bylaws -- In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.