BY-LAW NO. 4

ONTARIO ASSOCIATION OF ORTHODONTISTS

A By-Law to consolidate and replace the provisions of By-Law No. 1, By-Law No. 2 and By-Law No. 3 of the Ontario Association of Orthodontists (the "**Association**").

BE IT ENACTED as a by-law of the Association as follows:

1. HEAD OFFICE

1.01 The head office of the Association shall be in the City of Toronto in the Province of Ontario, at such place therein as the board of directors may from time to time by resolution determine.

2. SEAL

2.01 The Association may, but need not, have a corporate seal; if adopted, such seal shall be in the form approved from time to time by the board of directors (the "**Board**").

3. DIRECTORS

3.01 Board of Directors. The affairs of the Association shall be managed by a board of directors comprised of a minimum of five (5) directors and a maximum of nine (9) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any resolution of the Association or by statute expressly directed or required to be done by the Association at a meeting of members.

3.02 Qualification of Directors. Directors shall be individuals, eighteen (18) or more years of age. A Director shall be required to be an Active Member of the Association as defined in Section 11.03 of this By-Law.

3.03 Election of Directors and Term of Office.

(a) A director's term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Association) shall be from the date of the meeting at which he or she is elected or appointed until the annual meeting next following or until their successors shall have been duly elected or appointed whichever comes first. A director cannot serve more than eight (8) successive years.

(b) The Board shall appoint a Nominating Committee, consisting of the Immediate Past President of the Association as Committee Chair and such other members as the Board deems necessary, to issue a call for nominations in accordance with the Association's policies. The Nominating Committee shall present the names of directors for election as a slate by the members at each annual meeting.

(c) Directors shall be elected by the members at either a general meeting of members by show of hands or by an electronic or mail in vote by members and voting on the election shall be provided for in Section 12.07 of this By-Law.

(d) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the active members of the Association if they shall see fit to do so; otherwise such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

3.04 Vacation of Office. A person ceases to be a director of the Association:

(a) if he or she becomes a bankrupt or is declared insolvent;

(b) if he or she is found by a court or law to be incapable of managing his/her financial affairs;

(c) if by notice in writing to the Secretary of the Association he or she resigns his or her office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

(d) if he or she ceases to be a member of the Association; or

(e) if he or she dies.

3.05 Removal of Directors. The voting members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, and elect any eligible member in his or her stead for the remainder of his or her term.

3.06 Remuneration of Directors. The directors of the Association shall serve 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 expenses incurred by him or her in the performance of the director's duties, provided that:

(a) directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties; and

(b) directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Association in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the *Not-for-Profit Corporations Act,* 2010, S.O. 2010, c. 15 (the "**Act**").

4. MEETINGS OF DIRECTORS

4.01 Place of Meeting and Notice.

(a) Meetings of the Board may be held either at the head office of the Association or at any place within Canada, including by electronic means. A meeting of the Board may be convened by the Chair or the President or any two directors at any time, provided that, for the first organization meeting following incorporation, an incorporator or a director may call the first meeting of the directors by giving not less than five days' notice to each director, stating the time and place of the meeting.

(b) Notice of any meeting of the Board shall be delivered by regular mail or email or telecopier or facsimile transmission or otherwise electronically communicated to each director not less than fourteen (14) days if mailed and not less than seven (7) days if sent by email, telecopier, facsimile transmission or otherwise electronically communicated (exclusive of the day on which the notice is delivered or mailed or sent by email, telecopier or facsimile transmission or otherwise electronically communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director. There should be a minimum of two (2) Board meetings each year.

(c) If all of the directors consent, a director or the full board of directors may participate in a meeting of the Board or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director or directors participating by such means is deemed to be present at that meeting.

(d) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

(e) The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each director, and no other notice shall be required for any such meetings.

4.02 Chair. The Chair of the Board shall be the President of the Association. The Chair shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair at a meeting of the Board, the directors present shall choose one of their number to be Chair of the meeting.

4.03 Quorum. A quorum at any meeting of the Board shall be a majority of the directors.

4.04 Voting.

(a) Each director has one vote. Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.

(b) At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

5. OFFICERS

5.01 Officers.

(a) The Officers of the Association shall consist of the President, Vice President, Secretary, Treasurer, and Immediate Past President.

(b) Officials. The Officials of the Association shall consist of management and administrative personnel.

(c) Eligibility. Only persons meeting the eligibility criteria set out in the By-laws shall be eligible to serve as officers or Directors of the Association. The Officials do not have to be members of the Association.

(d) The Officers shall have the authority to act with all powers of the Board between the executive meetings of the Board and must report these actions to the Board as soon as convenient.

(e) The term of each Officer shall be determined by the Board.

(f) The President shall act as Chair of the Board and will have both a regular vote and a casting vote in the event of a tie. Committee Chairpersons and other persons who are not Directors or Officers may be advisors to the Board; and may be invited to Board meetings by consensus of the Board, however, only elected Board members may propose, second and vote on motions. Advisors to the Board, may, at the invitation of the Board, participate in discussion.

5.02 Appointment. The Board shall annually or as often as may be required appoint a President, a Vice-President, an Immediate Past President, a Secretary and a Treasurer. The Treasurer shall be an Active Member or a Director and the other officers shall be from the Board of Directors. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

5.03 Remuneration and Removal of Officers. The officers and directors shall serve as such without remuneration and no officer or director shall directly or indirectly receive any profit from their position as such; provided that an officer or director may be paid reasonable expenses incurred in the performance of his/her duties on behalf of the Association. Any officer shall cease to hold office upon resolution of the Board.

5.04 Delegation of Duties of Officers. In the case of absence or inability to act of the President, a Vice President or any other officer of the Association or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

5.05 President.

(1) The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the chief administrative officer of the Association and shall be responsible to the Board for the coordination of all affairs of the Association. In all matters affecting the Association, the President shall be deemed to be an agent of the Association acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.

(2) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:

(a) The selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;

(b) The formation of a special *ad hoc* committee, from year to year, comprised of the President and two other officers of the Association for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Association and the personnel employed therein;

(c) The preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Association, or to any meeting of the members of the Association.

(d) The safe-keeping and good state of repair of all physical properties of the Association.

(e) Serve as an ex-officio of all Committees of the Board. In consultation with Board, shall nominate the Chairs of all Committees and in conjunction with those Chairs, the membership of committees of the Association for approval by the Board.

5.06 Vice-President. The Vice President shall assist the President as requested and shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign such contracts, documents or instruments in writing as require his or her signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

5.07 Secretary. The Secretary shall, when present, act as secretary of all meetings of directors and members, keep a roll of the names and address of the Members, ensure the proper

recording and maintenance of minutes of all meetings of the Association, the Board and Board Committees, attend to correspondence on behalf of the Board, shall have charge of the minute books and seal of the Association and the documents and registers referred to in the Act, ensure that all reports are prepared and filed as required by law or requested by the Board, give such notice as required by the By-laws of all meetings of the Association, the Board and Committees, attend all meetings of the Association, the Board and Board Committees. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

5.08 Treasurer. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depositary or depositaries as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer shall provide an annual budget for the Association showing expected revenues and expenditures. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

5.09 Immediate Past President. The Immediate Past President shall assist the President, officers and the Association in any capacity deemed appropriate by the officers of the Association. The Immediate Past President shall also serve as chair of the Nominating Committee.

5.10 Vacancies. If the office of the President, Vice-President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

6. COMMITTEES

6.01 Committees. The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Association and shall prescribe the duties of any such committees. Each Committee shall have a Committee Chairperson.

6.02 Committee Chairperson. The Committee Chairperson shall:

(a) Preside over the respective Committee.

(b) Direct the actions of the Committee to achieve the aims of the Committee.

(c) Be appointed or removed by the President in conjunction with the Board.

(d) Shall hold office for one year (unless otherwise determined by the Board) or until their successors are duly appointed, and

(e) Submit written reports to the Board.

6.03 Classification and Composition of Committees. Committees shall be established by the Board to carry out such tasks as may be prescribed. The Chairperson of the Committee shall be nominated by the President and approved by resolution by the Board at the time the Committee is authorized.

6.04 Ad-hoc Committees. Ad-hoc Committees shall be established by the Board for the purpose of performing duties of a short-term nature.

6.05 Removal of Committee Chairs and Committee Members. Committee Chairs and Committee Members may be removed by a majority vote of the Board.

6.06 Term of Office. The term of office of all Committee Chairpersons and members shall be one (1) year unless otherwise determined by the Board. Each Committee Chairperson shall be appointed or reappointed annually by the incoming President.

6.07 Ex-Officio Members and Consultants. The President shall serve as an ex-officio member of all Committees and shall have the power to appoint consultants to Committees.

7. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

7.01 Every director or officer of the Association or any other person who has undertaken or is about to undertake any liability on behalf of the Association and his or her 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 whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought,

commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

8. FOR THE PROTECTION OF DIRECTORS AND OFFICERS

8.01 No director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

8.02 The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his being a director or officer of the Association, shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

9. CONFLICT OF INTEREST

9.01 A director or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Association, shall make the disclosure required by any legislation then in force. Except as provided by the applicable

legislation, no such director or officer shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.

10. CODE OF ETHICS

10.01 The Code of Ethics of the Association shall be the current Code of Ethics of the Canadian Dental Association, unless changed by the Directors.

11. MEMBERSHIP

11.01 Qualification. The members of the Association shall be those persons who are from time to time enrolled as members of the Association at its head office. The Association shall maintain, at its head office, a list of members in good standing. Save as otherwise expressly herein provided, the annual dues for membership in the Association, for each class of member (as hereinafter provided for), shall be such annual sum as may be fixed from time to time by the Board.

11.02 Classes of Membership. There shall be five (5) classes of membership in the Association, namely:

(a) Active members;
(b) Student members;
(c) Retired members;
(d) Honorary members; and
(e) Academic Members.

11.03 Active Members. An active member is an orthodontist specialist registered by the Royal College of Dental Surgeons ("**RCDSO**") and holding either a Specialty Certificate or a General and Specialty Certificate. An active member is required to pay full annual dues and any annual or other assessments to the Association. An active member may hold office as an officer and director of the Association and may vote at annual and general meetings of the Association. During the first membership year following the year of graduation, an active member is not required to pay an annual dues or an annual or other assessment in respect of such first membership year.

11.04 Student Members. A student member of the Association is an individual enrolled in a full-time post-graduate orthodontic programme in Ontario. A student member is not required to pay any annual dues or any annual or other assessments of the Association. A student member may not hold office either as an officer or director of the Association and may not vote at annual and general meetings of the Association. Student membership

applications must be signed by the program director where the student is enrolled. Students attending non-Ontario graduate orthodontic residencies may apply to join as student members, with verification of enrolment from their program director. Non-Ontario student membership fees will be determined by the Board at the time of receipt of the application.

11.05 Retired Members. A retired member of the Association is an orthodontist who is or was registered as such by the RCDSO, who is neither practicing nor teaching orthodontics and has been a member of the Association for at least twenty (20) years. A retired member may at the discretion of the Board of the Association be required to pay annual dues and any annual or other assessments of the Association. A retired member may not hold office either as an officer or director of the Association and may not vote at annual and general meetings of the Association.

11.06 Honorary Members. An honorary member of the Association is an individual appointed as such by the Board of the Association. An honorary member is not required to pay any annual dues or any annual or other assessments of the Association. An honorary member may not hold office either as an officer or director of the Association and may not vote at annual or general meetings of the Association.

11.07 Academic Members. An academic member of the Association is an orthodontist registered as such by the Royal College of Dental Surgeons of Ontario (RCDSO) and holding an Academic Certificate or Specialty Certificate. An academic member is required to provide a letter of confirmation of full-time academic status by the dean/director of the academic institution. An academic member who is employed full-time in a university orthodontic department in Ontario is required to pay 50% of the full annual dues and 100% of any annual or other assessments to the Association. An academic member may hold office as an officer and director and may vote at annual and general meetings of the Association.

11.08 Discontinued Membership Classes. Effective as of November 2, 2017 (the "Effective Date"), shall cease admitting new members to the associate membership, life membership and academic membership classes (together the "Discontinued Classes"). Individuals who as of the Effective Date, are members in good standing of a Discontinued Class shall remain members of that class, with the same rights and obligations as previously stated, until their membership otherwise ends or they are reclassified in accordance with these by-laws. For greater certainty, no new member shall be admitted to a Discontinued Class after the Effective Date.

11.09 Termination of Membership. The membership of any member shall be automatically terminated if such member fails to pay any fee or assessment within sixty (60) days after it

is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The Board may, by a resolution passed by a majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Association pursuant to paragraph 3.05 of this By-law.

Upon fifteen (15) days written notice to a member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws of the Association. The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership.

11.10 Resignation. Any member of the Association may resign as a member of the Association by letter addressed to the Secretary of the Association at the head office of the Association. The Board may, by resolution passed by a majority vote, request any member to resign.

11.11 Re-instatement of Membership. Members dropped from the rolls of the Association may submit to the Association a written request for re-instatement. Payments of all indebtedness, re-instatement application fee or special assessment shall be made upon request prior to re-instatement.

12. MEETINGS OF MEMBERS

12.01 Annual meetings. The Association shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Association within Ontario or such other place as the Board shall determine, including by electronic means, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Association for the previous year, a financial statement of the Association the accountant’s report and such other information or reports relating to the Association's affairs as the directors may determine.

12.02 General meetings. Other meetings of the members (to be known as "general meetings") may be convened by the President or by the Board to be held at any date and time and at any place within Ontario, including by electronic means. In addition, the President shall call a special general meeting of the members upon receipt of a written requisition to do so

of not less than twenty (20%) percent of the members entitled to vote at such meeting. Such a meeting shall be called within 21 days of the application and held within 90 days of said application, and notice of such meeting shall be sent in accordance with these By-laws.

12.03 Notice. A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the accountants of the Association through email communications or by prepaid post not less than ten days nor more than fifty days (exclusive of the day of emailing or mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the accountants as appears on the books of the Association, or if no address is given therein, then to the last address of each such member or accountants known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the accountants of the Association.

12.04 Omission of notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the accountants of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

12.05 Chair. In the absence of the Chair of the Board, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair the members present shall choose one of their number to be Chair of the meeting.

12.06 Order of Business. The usual order of business determined by parliamentary procedure shall be in accordance with Robert's Rules of Order.

12.07 Voting.

(a) At all meetings of the Association, every motion shall be determined by a majority of votes unless otherwise specified by applicable legislation or this By-law. Proxy voting shall not be allowed. Each motion shall be decided by a show of hands, or by secret ballot if one or more members present request it. Each member entitled to vote on a motion shall be entitled to one vote. The board of directors may determine that a motion or group of motions may be decided by an electronic or mail in vote and, if so, shall provide a suitable method that enables the votes to be gathered in a manner that permits their subsequent verification and

permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted. In case of an equality of votes, the Chair of the meeting shall have a second or casting vote. If the Chair declines to vote and there is a tie, a written ballet is required for a second vote at the meeting. If there is a tie on the written ballot, the motion shall fail.

(b) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number of proportion of votes recorded in favour of or against the motion.

12.08 Polls. If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

12.09 Adjournments. The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

12.10 Quorum. A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen (15%) percent of voting members present in person. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

13. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

13.01 By-laws of the Association may be enacted, and the by-laws of the Association repealed or amended, by by-law enacted by a two-thirds vote of the Board at a meeting of the Board and sanctioned by an affirmative two-thirds vote of the members at a meeting of members duly called for the purpose of considering such by-law.

13.02 A copy of any by-law to be sanctioned by an affirmative vote of two-thirds (2/3) of the voting members at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Association with the notice of such meeting.

14. ACCOUNTANTS

14.01 The active members shall at each annual meeting appoint accountants to prepare and compile the accounts of the Association to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the accountants. The remuneration of the accountants shall be fixed from time to time by the Board.

15. NOTICES

15.01 Service. Any notice to be given to any member or director or accountants shall be served either personally or by sending it by email or prepaid regular post addressed to such member, director or accountants at his address as the same appears in the books of the Association or, if no address be given therein, then to the last address of such member, director or accountants known to the Secretary of the Association. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

15.02 Signatures to Notices. The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

15.03 Computation of Time. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

15.04 Proof of service. A certificate of the President, a Vice President, the Secretary or the Treasurer or of any other officer of the Association in office at the time of the making of the certificate as to facts in relation to the emailing, mailing or delivery of any notice to any member, director, officer or accountants or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or accountants of the Association, as the case may be.

16. CHEQUES, DRAFTS, NOTES, ETC.

16.01 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board may from time to time designate by resolution.

17. EXECUTION OF CONTRACTS, ETC.

17.01 Contracts, documents or instruments in writing requiring the signature of the Association may be signed:

(a) by any two of the Chair, the President, Vice President, Secretary or Treasurer of the Association, or

(b) by any two directors of the Association,

and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

17.02 The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing:

(a) any two of the Chair, the President, Vice-President, Secretary, or Treasurer of the Association, or

(b) any two directors of the Association,

are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

18. FINANCIAL YEAR

18.01 The financial year end of the Association shall be **December 31st** and the Board may from time to time by resolution change the financial year end of the Association.

19. DISSOLUTION

19.01 Upon the dissolution and wind-up of the Association and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to another corporation or association with similar purposes to its own.

20. BORROWING OF MONEY BY THE ASSOCIATION

20.01 In addition to, and without limiting such other powers which the Association may by law possess, the directors of the Association may with authorization of the members,

(a) borrow money upon the credit of the Association;

(b) issue, reissue, sell or pledge debt obligations of the Association; and

(c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

The words "debt obligation" as used in this section means a bond, debenture, note or other similar obligation or guarantee of such an obligation of the Association, whether secured or unsecured.

20.02 The directors may from time to time by resolution delegate the powers conferred by section 20.01 of this by-law to an officer of the Association.

20.03 The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its directors or officers independently of a borrowing by-law.

21. RULES AND REGULATIONS

21.01 The Board may prescribe such rules, regulations and policies not inconsistent with these by-laws relating to the management and operation of the Association as it deems expedient provided that they shall have force and effect only until the next annual meeting of the members when they shall be confirmed; and failing such confirmation, shall at and from that time cease to have any force and effect.

21. INTERPRETATION

21.01 In all by-laws, resolutions and special resolutions of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law, resolution or any special resolution of the Association to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

22. EFFECTIVE DATE

22.01 Subject to its being confirmed by the members, this by-law shall come into force when enacted by the Board, subject to the provisions of the Act. Upon this by-law coming into effect, all existing by-laws of the Association shall be repealed without prejudice to any action theretofore taken thereunder. The numbers designating the by-laws hereby repealed may be allocated to this by-law and any subsequent by-laws of the Association.

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