
Greater St Catharines
Community Health Centre

BYLAWS OF THE
CORPORATION

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GREATER ST. CATHARINES COMMUNITY HEALTH
CENTRE

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Article One: Interpretations

1.1 Definitions

In these bylaws, unless the context otherwise requires:

- a) "Act" means the Corporations Act of Ontario, as amended or re-enacted from time to time.
- b) "Board" means the Board of Directors of the organization.
- c) "Bylaw" means a bylaw of the Corporation.
- d) "Director" means a Director of the Corporation.
- e) "Employee" means an employee of the Corporation.
- f) "Letters Patent" means the letters patent, supplementary letters patent and last articles of incorporation executed by the Corporation.
- g) "Member" means an individual who has been admitted to the membership of the Corporation, meets the requirements specified in these bylaws, and is eligible to vote at Board, Special and Annual General Meetings.
- h) "Meetings of Members" includes an Annual General and Special Meetings of members.
- i) "Officer" means an Officer of the Corporation.

1.2 Wording

In these bylaws, unless the context otherwise requires, words importing number include the singular and plural; words importing gender include the masculine, feminine and neutral genders; and words importing persons include individuals, corporations, partnerships, and unincorporated organizations.

Article Two: Name and Head Office

2.1 Name

The name of the Corporation shall be Greater St. Catharines Community Health Centre

2.2 Head Office

The Head Office shall be located in the Regional Municipality of Niagara in the Province of Ontario, unless changed in accordance with the Act.

Article Three: Seal

3.1 Seal

The seal of the Corporation shall be in the form affixed to the margin hereof.

Article Four: Parliamentary Procedure Guidelines

4.1 Robert's Rules of Order

All meetings will be conducted by the appointed Chair in reasonable and appropriate compliance with parliamentary procedure, as guided by *Robert's Rules of Order* (Tenth Edition, 2000). In situations where there is inconsistency between Robert's Rules and the bylaws, the terms of the bylaws will govern. The bylaws supersede any parliamentary procedures articulated in *Robert's Rules of Order*.

Article Five: Membership

5.1 Membership Class

Voting members of the Corporation are the members of the Board of Directors by virtue of their position.

5.2 Eligibility Criteria

A member of the Corporation must meet the following criteria:

- a) Is a person 18 years of age or older.
- b) Endorses the mission, vision and values of the organization.
- c) Clients currently receiving services or previous clients of Greater St. Catharines Community Health Centre who meet the eligibility criteria and can fulfill the stated specified roles and responsibilities are eligible for membership in the corporation.
- d) Employees of the organization and members of their immediate family are not eligible for membership in the Corporation.
- e) Past employees of the organization are eligible for membership in the Corporation after two years upon leaving the Corporation as long as no legal action is pending.

5.3 Membership Rights

Except as otherwise provided in these bylaws, members of the Corporation have the right to:

- a) Attend all duly constituted meetings of the membership,
- b) Participate in decisions of matters properly before the membership of the Corporation,
- c) Vote on matters in person or through a duly authorized proxy,
- d) Stand for election to the Board of Directors, and
- e) Vote in elections to determine the members of the incoming Board of Directors.

5.4 Membership Record

The Secretary of the Corporation shall ensure that an up-to-date record of members is maintained.

Article Six: Board of Directors

6.1 Composition

The affairs of the Corporation shall be managed by a Board of twelve (12) persons, each of whom are members of the Corporation.

6.2 Term of Office

Each Director on the Board of Directors shall be elected for a term of three (3) years at the Annual General Meeting. The Directors may be elected for a subsequent term of three (3) years. After a one (1) year absence from the Board, a previous Board member may be nominated for one (1) additional term of three (3) years on the governing body. Members elected for the first Board will have staggered terms of office (4 for 1 year, 4 for 2 years and 4 for 3 years)

6.3 Eligibility Criteria

Each Director must be eligible to be a member of the Corporation.

6.4 Accountability

The Board of Directors is fully accountable for the Corporation's continued viability and the accomplishment of its mission. No referral or delegation of responsibility and concomitant authority to the President or to any committee will relieve the Board of this accountability.

6.5 Authority and Powers of the Board of Directors

- a) The Board of Directors may administer the affairs of the Corporation in all things; may make or cause to be made for the Corporation, in its name, any kind of contract that the Corporation may lawfully enter into; and, save as hereinafter

provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

- b) The Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

6.6 Responsibilities of Individual Board Members

Each individual member of the Board of Directors has a responsibility to:

- a) Ensure that his/her conduct enhances the mission and values of the organization;
- b) Work positively and cooperatively with other members of the Board, management and staff of the organization;
- c) Show respect for other Board members, regardless of a difference of opinion;
- d) Be informed about matters relating to the organization and the communities it serves through participation in an initial orientation and ongoing Board development;
- e) Ensure that he/she complies with the bylaws and policies of the organization, as well as the federal and provincial laws under which the organization operates.

6.7 Board Attendance

- a) A Board member shall be expected to attend two-thirds (2/3) of all regular constituted meetings of the Board. The Board may excuse a Director from complying with such attendance requirements in extraordinary circumstances. The Board President shall review the attendance record of Directors and follow up with any Board member who does not comply with attendance expectations. A Director who fails to improve attendance may, by resolution passed by at least a two-thirds (2/3) vote, be removed from the Board for not properly discharging his/her responsibilities before the expiration of his/her term.

- b) It is expected that Directors will attend Board meetings in person. In extenuating circumstances due to inclement weather, illness or vacation, a Director may request to participate in the meeting by telephone. Greater St. Catharines Community Health Centre will have the technology to accommodate this type of meeting participation.

6.8 Confidentiality

Members of the Board of Directors of the organization shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the organization. Upon departure from the Board of Directors, a member will return all meeting information and documents of the organization to the President.

6.9 Conflict of Interest

Members of the Board of Directors shall act at all times in the best interest of the Corporation. Board members are considered to be in "conflict of interest" whenever they themselves, or members of their family, business partners or close associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board and as a member of the Corporation. Board members shall follow the policies and procedures established by the Greater St. Catharines Community Health Centre with respect to conflict of interest.

6.10 Vacancies

The Board of Directors shall have power to fill vacancies by way of a majority vote of the Board of Directors. Persons elected to fill such vacancies shall hold office for the remainder of the term of the Director they are replacing. Where there is a vacancy or vacancies on the Board of Directors, the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

6.11 Resignation

Any resignation to the Board of Directors shall be addressed in writing to the President, who shall present it at the next scheduled Board meeting. The resignation is effective upon acceptance of such by the Board of Directors.

6.12 Removal from Office

A Director may be removed from office by resolution passed by a two-thirds (2/3) vote of the total number of members of the Board of Directors. Notice specifying the intention to pass such a resolution must be given a minimum of fourteen (14) days in advance of the meeting. The Board member in question shall be provided with an opportunity to address this situation at the designated Board meeting. Removal from the Board may be considered if any of the following circumstances exist:

- a) If a Board member has not met the required attendance expectations.
- b) If a Board member knowingly does not respect the governance policies and procedures of the organization.
- c) If a Board member's conduct inhibits the functioning of and/or creates a liability for the organization.
- d) If a Board member has violated the conflict of interest and confidentiality provisions of the organization.
- e) If an order is made declaring the Board member to be incompetent or incapable of managing his/her own affairs.
- f) If a Board member is convicted of any criminal offence. In this case, the Board of Directors determines, by a two-thirds (2/3) vote, if this situation is a liability for the organization. The Board of Directors may request a Board member who has been charged with a criminal offence to take a leave of absence from the governing body.
- g) If, by notice received in writing, a Board member has resigned his/her office.
- h) If a Board member ceases to be a member of the Corporation.

6.13 Remuneration of Directors

The Directors shall receive no remuneration for acting as such. However, they shall be entitled to be reimbursed for reasonable expenses incurred by them in the execution of their office.

Article Seven: Officers of the Corporation

7.1 Officers of the Corporation

The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer.

7.2 Duties of the Officers

The duties of the Officers of the Corporation are, respectively, as follows:

- a) The President shall, when present, preside at all meetings of the Board and at all meetings of the members of the Corporation and shall sign all instruments that require his/her signature. Within the authority delegated by the Board, the President shall represent and/or act on behalf of the organization. The President shall see to it that all resolutions of the Board of Directors are carried into effect. The President shall be an ex-officio member of all committees of the Board.

- b) The Vice President shall perform the duties of the President in case of the absence, delegation or inability of the latter to act.
- c) The Secretary shall record or ensure the recording of all facts and minutes of all proceedings in the books kept for the purpose and shall give all notices required to be given to members. The Secretary shall be custodian of the Seal of the Corporation and of all books, papers, records, etc., belonging to the Corporation, which he/she shall deliver only to his/her successor in office or to a person who may be, from time to time, authorized by a resolution of the Board of Directors or by the President or Vice President.
- d) The Treasurer shall Chair the Audit Committee, whose purpose is to monitor the overall financial stability and viability of the organization to ensure that Board priorities are addressed. The Treasurer shall prepare a report from the Audit Committee to present to the Board of Directors on a semi-annual basis.

7.3 Election of Officers

The Officers of the Corporation shall be elected by the Board of Directors from among their number at the first meeting of the Board after the Annual General Meeting.

7.4 Term of Office

An Officer of the Corporation shall be elected for a one (1) year term. A Board member may be elected to the same officer position to a maximum of three (3) years.

Article Eight: Board of Director Meetings

8.1 Purpose

The purpose of the meetings of the Board of Directors is to transact business on behalf of the organization.

8.2 Frequency

The Board of Directors shall meet a minimum of ten (10) times a year, with no more than two (2) months permitted to elapse between meetings of the Board.

8.3 Date and Time

The Board of Directors shall approve an annual schedule of meetings at the first Board meeting after the Annual General Meeting.

8.4 Location

Meetings of the Board shall be held at the Head Office of the organization or at such other location determined by the Board.

8.5 Authority to Call

The meetings of the Board of Directors are called by the President or on the direction in writing of five (5) Directors.

8.6 Notice of Meeting

Directors shall be notified at least seven (7) days before each meeting is to take place. In an emergency, such notice shall be delivered, telephoned, or e-mailed at least forty-eight (48) hours before such a meeting is to take place.

8.7 Meeting Status

The meetings of the Board of Directors are open to the public except in circumstances where an in-camera session is warranted. Interested individuals may attend Board meetings as observers. Interested parties planning to attend the Board meeting are required to comply with the governance policies and procedures concerning guests at board meetings.

8.8 Election of Officers of the Corporation

A meeting of the Directors for the purpose of electing the Officers of the Corporation shall be the first meeting immediately after the Annual General Meeting.

8.9 Chair

The President of the Board shall preside at all meetings of the Board of Directors. In the absence of the President, the Directors present shall appoint the Vice President or another Officer of the Corporation to chair the meeting.

8.10 Quorum

At least fifty-one percent (51%) of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

8.11 Voting

Votes arising at any meeting of the Board shall be decided by a majority of votes of members in attendance either in person or by electronic link. In the case of a tie in voting, the Chair of the meeting shall have the casting vote. 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 or proportion of votes recorded in favour of or against the motion.

Article Nine: Annual General Meeting

9.1 Purpose

The Annual General Meeting is a business meeting of the membership of the Corporation for the purpose of:

- a) Receiving the:
 - (i) Minutes of the previous Annual General Meeting,
 - (ii) Report of the Board, including the financial statements,
 - (iii) Report of the unfinished business from any previous meeting of members,
 - (iv) Report of the President,
 - (v) Report of the Auditor.
- b) Electing Directors; and
- c) Appointing an Auditor to hold office until the next Annual General Meeting.

9.2 Date, Time and Location

The Annual General Meeting of the members shall be held in the Regional Municipality of Niagara at such time and place in each year as the Board of Directors shall determine and will comply with federal and provincial laws under which the corporation operates.

9.3 Meeting Notice

Notice of the Annual General Meeting shall be given to each member by written notice mailed to his/her last known address at least fourteen (14) days before the date of the meeting. The Annual General Meeting shall be called within fifteen (15) months after the previous Annual General Meeting; however, this bylaw may be superseded by regulations as stated in the Corporations Act. An accidental omission to give notice of the Annual General Meeting shall not invalidate the meeting.

9.4 Meeting Status

The Annual General Meeting is open to the public. Individuals planning to attend the Annual General Meeting are requested to advise the organization of their attendance a minimum of three (3) days prior to the scheduled meeting date and time.

9.5 Chair

The President of the Board of Directors shall preside at the Annual General Meeting. In the absence of the President, the Vice President or the Board Directors shall appoint another Officer of the Corporation to chair the meeting.

9.6 Quorum

A quorum for the transaction of business at any meeting of members shall consist of not less than fifty-one percent (51%) of the members present in person or represented by proxy. In the absence of a quorum, any meeting may be adjourned to an alternate date when such business may be transacted. No notice shall be required of any such adjournment.

9.7 Voting

- a) Votes by members at the Annual General Meeting may be given either personally or by proxy. Every member who is entitled to vote at the meeting and who is present in person or represented by proxy shall have one vote.
- b) At all meetings of the 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 bylaws of the Corporation or by law. Every question shall in the first instance be decided by a show of hands unless a poll is demanded by any voting member.

9.8 Proxy Vote

- a) A proxy shall be executed by the member or the member's attorney authorized in writing.
- b) A person appointed as proxy must be a member of the Corporation.
- c) A proxy may be in the following form:

The undersigned member of Greater St. Catharines Community Health Centre hereby appoints ___ of ___, or, failing the person appointed above, ___ of ___, as proxy of the undersigned to attend and act at the meeting of the members of the Corporation to be held on ___ and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power, as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated this ___ day of ___, 200__.

- d) The Directors may, from time to time, make regulations regarding the lodging of proxies at some place and for particulars of such proxies to be faxed, e-mailed, or mailed in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purposes of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjournment of the meeting. Votes given in accordance with such regulations shall be valid and shall be counted.

9.9 Show of Hands

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not so carried shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the members upon the said question, and an entry to that effect shall be made in the minutes.

9.10 Polls

After a show of hands has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon the taking of a poll, each member present in person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the said question.

9.11 Casting Vote

In the event of a tie in a vote, either personal or proxy, the Chair of the Annual General Meeting shall have the casting vote.

9.12 Adjournment

The Chair of the Annual General Meeting, with the consent of the meeting and subject to such conditions as the meeting may decide, may adjourn the meeting to another time and place.

Article Ten: Special Meeting

10.1 Purpose

A Special Meeting is a separate session of the membership of the Corporation held at a different time from that of any other meeting, and convened only to consider one or more items of business specified in the call of the meeting. The reason for the Special Meeting is to deal with important matters that urgently require action by the Corporation.

10.2 Authority to Call

The President on his/her own initiative or at the request of five (5) members can call a Special Meeting at any time.

10.3 Notice

Notice of the time, place and purpose of the Special Meeting shall be given to each member in writing at least fourteen (14) days before the date of the meeting. The accidental omission to give notice of a meeting to a member shall not invalidate any proceeding.

10.4 Agenda

Only business mentioned in the notice of the Special Meeting shall be transacted at the Special Meeting.

10.5 Meeting Status

A Special Meeting is open to the public except in circumstances where an in-camera session is warranted. Individuals planning to attend the Special Meeting are requested to advise the organization of their attendance a minimum of three (3) days prior to the scheduled meeting date and time.

10.6 Chair

The President of the Board shall preside at a Special Meeting. In the absence of the President, the members present shall appoint the Vice President or another Officer of the Corporation to chair the meeting.

10.7 Quorum

At least fifty-one percent (51%) of the members shall constitute a quorum at any Special Meeting.

10.8 Voting

Voting procedures applicable to the Annual General Meeting (see Article Nine, Section 7) will apply to a Special Meeting.

10.9 Proxy Vote

Proxy vote procedures applicable to the Annual General Meeting (see Article Nine, Section 8) will apply to a Special Meeting.

10.10 Show of Hands

Show of hands procedures applicable to the Annual General Meeting (see Article Nine, Section 9) will apply to a Special Meeting.

10.11 Polls

A poll vote applicable to the Annual General Meeting (see Article Nine, Section 10) will apply to a Special Meeting.

10.12 Casting Vote

In the event of a tie vote, either personal or proxy, the Chair of the Special Meeting shall have the casting vote.

Article Eleven: Governance Structure

11.1 Committee of the Whole

The Board of Directors shall operate as a committee of the whole.

11.2 Committees

The Board of Directors may, from time to time, by resolution, establish ad-hoc committees that have such powers and duties as the Board may determine. The committees shall be constituted as follows:

- a) The Chair of each committee must be a member of the Board of Directors;
- b) Other members of the committee may, but need not, be Directors;
- c) Members of the committee shall be approved by the Board of Directors;
- d) Each committee shall keep records and shall report to the Board at regular intervals and at any time upon request;
- e) Each committee shall be responsible to the Board;

- f) Each committee shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board;
- g) The duties of any committee shall be defined in written Terms of Reference.

Article Twelve: Indemnification of Directors

12.1 Indemnity

Each Director of the organization and his/her heirs, executors, administrators and estate, respectively, shall at all times be indemnified and saved harmless from and against:

- a) All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of office; and
- b) All other costs, charges and expenses that he/she sustains or incurs in, about, or in relation to the affairs of the organization, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

12.2 Directors and Officers Liability Insurance

The Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers as the Board may from time to time determine.

12.3 Limitation of Liability

No Director or Officer of the organization 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 other act for conformity, or for any loss, damage or expense happening to the organization through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the organization, or for the insufficiency or deficiency of any security in or upon which any of the monies of the organization shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the organization shall be deposited, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage, or misfortune that happens in the execution of the duties of office or in relation thereto unless the same happens through his/her own wilful neglect or default.

Article Thirteen: Execution of Instruments

13.1 Signing Officers

Any two of the President, Vice President, Secretary, Treasurer or any other Officer whom the Board may designate acting together shall have the authority to sign in the name and on behalf of the Corporation all instruments in writing. Any such instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall, from time-to-time, by resolution, have power to appoint any other Officer or Officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing.

13.2 Instruments in Writing

The Corporate Seal may, when required, be affixed to any instruments in writing. The term "instruments in writing" as used herein shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, charges, security interests, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, proxies, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments or shares, stocks, bonds, debentures or other securities, and all paper writings.

Article Fourteen: Fiscal Affairs

14.1 Banking

The banking business of the organization shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

14.2 Borrowing

The Corporation may, from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, sell or pledge securities of the Corporation;
- c) Charge, mortgage, 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) Authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

14.3 Fiscal Year

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

Article Fifteen: Auditor

15.1 Appointment

The Corporation shall, at each Annual General Meeting, appoint an Auditor whose duties it shall be to examine, audit and verify all vouchers, accounts, receipts, expenditures, records and financial transactions of or affecting the Corporation and to prepare a report thereof for submission by the Board of Directors at the next Annual General Meeting of the Corporation.

15.2 Remuneration

The Directors shall fix the remuneration of the Auditor.

15.3 Removal

The Board of Directors may remove the Auditor by a two-thirds (2/3) majority vote at any meeting of the Board of Directors.

Article Sixteen: Bylaw Amendment

16.1 Bylaw Amendment

Any article of the general bylaws may be altered, amended or suspended for any length of time, or any new regulations added, by the affirmative vote of two-thirds (2/3) of the members present at any general meeting duly called, provided such alteration, amendment or suspension has been included in the notice summoning such meeting. However, any proposed alteration, amendment or suspension may be amended at such meeting without notice provided that the substance and spirit of such original alteration, amendment or suspension is not thereby lost. If any member desires to propose at the Annual General Meeting any alteration, amendment or suspension of any article of the constitution of bylaws, he/she shall

notify the Secretary of the same, in writing, at least thirty (30) days before the meeting. The Secretary shall include the same in the notice calling such meeting.

ENACTED AND PASSED by the Board of Directors this _____

President

Secretary

APPROVED, RATIFIED AND CONFIRMED by the Members of the Corporation this ___ day of _____ 2007.

President

Secretary