## Delburne \& District Minor Hockey Society By-Laws

## ACKNOWLEGEMENT OF BY-LAWS AND REGULATIONS:

These by -laws and regulations were acknowledged before a general meeting or special meeting called for the purpose of approval of these documents consisting of members of the Delburne and District Minor Hockey Society.

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## Name of the Association

The name of the organization will be "Delburne Minor Hockey Association" or referred to by DMHA.

## Non-Profit Organization

The Association is constituted as and shall be operated exclusively as a non-profit organization, no part of the income of which is payable to, or is otherwise available for, the personal benefit of any past or present member.

## Dissolutions of the Society:

When the Director is satisfied that the Society is no longer in operation, the regulations apply when the Society chooses to dissolve on reasonable grounds, the COMMUNITY OF THE DELBURNE shall become the owner of the property of the Society and operate and control the property, services and programs as conditions permit.

## MEMBERSHIP

Member means a person or legal entity that has been admitted as a member of the Association.

## Association Membership

All the subscribers to the Application for Incorporation of the Association shall, upon registration of the said Application, be Members of the Association and shall be entered in the Registrar of Members accordingly. Additional Members of the Association to a maximum of Fifty (50) may be admitted to Membership in the Association upon such terms and conditions as may be prescribed from time to time by the Directors.
Any person under the age of 18 years may in the same manner become a member upon payment of half of the said fee.

## Honorary Members

The Directors may from time to time appoint Honorary Members of the Association;
(a) An Honorary Member shall be a Member for a term of one year and may be re-appointed from year to year by the Directors; an
(b) An Honorary Member is not entitled to vote at, but is entitled to notice of, meetings of the Members.

## Retirement or Expulsion of Members

(a) Any Member who shall desire to retire shall signify such desire in writing to the Secretary and thereupon his/her name shall be removed from the Registrar of Members and he/she shall be deemed to have retired.
(b) The Directors, by two-thirds (2/3) majority vote, may expel any person as a Member.

## Rights of Members

(a) All Members shall be entitled to such information and advice with record to the affairs of the Association as the Association or any of its officers may be able to supply;
(b) No right or privilege of any Members shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the Member ceasing to be such, whether by death, retirement or otherwise; and
(c) All Members is good standing and present in person shall have one (1) vote at General Meetings.

## Powers of Members

The Members may by Special Resolution rescind, alter, add to or vary the Bylaws.

## Membership Fees

Membership fees, dues and player registration fees shall be determined by the Board of Directors, from time to time, but in any event prior to each year.

## Registered Office

The Registered Office of the Association may be established or changed from time to time by Ordinary Resolution of the Directors.

## General Meetings

## General Meetings

At least ten (10) days before every General Meeting, notice verbally or in writing and by means of telephone or telecopy (fax), email or any other means of communication. Specifying the place, the day and the hour of the meeting and, in the case of special business, the general nature of such business, shall be given to the Members in the manner hereinafter mentioned. The accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.

If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

If neither the Chairman nor the Vice-Chairman be present at the time of holding a General Meeting, or if they be not present within half and hour from the time appointed for the meeting, the Members present shall choose one of their numbers to be Chairman of such meeting.

The Chairman may, with the consent of the meeting, adjourn any General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.

At every General Meeting every question shall be decided in the first instance by show of hands, unless before or upon the declaration of the result of the show of hands, a poll be demanded by at least two (2) Members personally present. A declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor or against any such resolution. If a poll be demanded in the manner above mentioned, it shall be taken at such time and place and in such manner as the Chairman may direct, and the result of such poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded. A demand for a poll may be withdrawn.

Every Member shall have one vote and all votes shall be given personally. In the case of an equality of votes at any General Meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination made in good faith shall be final and conclusive. All Members present at meetings shall be entitled to vote unless the Member has a conflict of interest.

## Quorum

One half of the present and in person Members in good standing shall constitute a quorum at any meeting.

## Quorums at Special Meeting

Not less than $75 \%$ of those members who in person.

## Voting at General and Special Meetings

Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise.

## Annual General Meetings

The first Annual General Meeting shall be held within such period as the Directors shall determine in accord with the most convenient date for closing the Association's financial year, but in any event shall be held within the period of sixteen (16) months from the date on which the Association is entitled to operate, and subject to the provisions of the applicable statutes and these Bylaws.

At the first Annual General Meeting, all of the Directors however appointed or elected shall retire from office. A retiring Director shall retain office until the dissolution of the meeting at which his successor is elected. A retiring Director shall be eligible for re-election.

Subsequent Annual General Meetings of the Society shall be held once in each calendar year and not more than sixteen (16) months after the holding of the last Annual General Meeting. The Annual General Meeting shall be held in Alberta at such time and place as the Directors shall appoint.

The Association shall in addition to any other items of business, conduct the following business;
The Directors shall lay before the Association a balance sheet and an income and expenditure statement and the auditor's report made up and submitted in accordance with the provisions of the Societies Act.

Present the report of the Directors;
Elect a new Board of Directors;
The Association at the Annual General Meeting shall appoint the auditor or auditors to hold office until the next Annual General Meeting and his/her on their appointment, remuneration, rights and duties shall be regulated by the Society Act;

Where appointed, fix the remuneration for the auditors.

## Proceedings of General Meetings

The order of business to be transacted at an Annual General Meeting shall be as follows;
Call to order by Chairman;
Calling of the Roll;
Proof of Notice of Meeting;
Reading and Approval of unapproved minutes:
Reports of Officers;
Presidents Report;
Financial Report;
Reports of Committees;
Election of Directors;
Unfinished Business;
New Business: and
Adjournment;

## Special Meeting

Shall have that meaning as defined in Bylaw 1 Definitions and Interpretation.

## Notices for General and Special

Any notices or documents may be served by the Association upon any Member either personally or by sending it through the post in a pre-paid envelope or wrapper to such Member at his registered address.

Any notice is served by post shall be deemed to be served on the second day following that upon which the letter, envelope or wrapper containing the same is posted, in the absence of proof of earlier receipt,
and in provided such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted and that the postage was pre-paid.

## AMENDMENTS TO BYLAWS, CONSTIUTION AND REGULATIONS

## Bylaws

These Bylaws shall be construed with reference to the provisions of the Societies Act, of the Province of Alberta and terms used in these Bylaws shall be taken as having the same respective meanings as they have when used in the Act. Notwithstanding anything else herein contained, these Bylaws shall be read subject to the restrictions upon their scope and effect contained in the Societies Act and other applicable statues and rules of law and equity , and any provisions herein repugnant to such restrictions shall, wherever possible, be severed from these Bylaws, in order that the rest may stand.

The Bylaws of the Association shall not be altered, amended or added to except by Special Resolution. A Special Resolution can only be done at a General Meeting with 21 days or more notice given to members of such meeting. At this meeting only a minimum of $75 \%$ of the members must vote in favor of this Special Resolution.

## Regulations

The Regulations of the Association may be altered, amended or added to at any regularly scheduled Board Meeting or at Special General Meetings as required by the Association from time to time.

## President

The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the society and of the Board. In his/her absence, the Vice-president shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. Term is EVEN years for president and ODD for vice president.

## Secretary

It shall be the duty of the secretary to attend all meetings of the society and of the Board, and to keep accurate minutes of the same. $\mathrm{He} /$ She shall have charge of the Seal of the society which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the society and be under the direction of the President and the Board. Term is EVEN years.

The Secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

The Treasurer shall receive all monies paid to the society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/She shall properly account for the funds of the society and keep such books as may be directed. $\mathrm{He} / \mathrm{She}$ shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the society and submit a copy of same to the Secretary for the records of the society. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide. Term is ODD years.

## DIRECTORS

## Duties and Responsibilities

Directors shall be elected by the Members at the Annual General Meeting for a term of one (1) year. The number of Directors may be prescribed or changed from time to time by Ordinary Resolution, whether previous notice thereof has been given or not, but notwithstanding anything contained in these Bylaws, the number of Directors shall never be less than 6 or more than 10 .

A Director shall be a Member of the Association. A Director shall not receive remuneration for so acting.
The Directors shall have power to appoint any other person to be a Director to fill a vacancy occurring other than one transpiring as the result of the expiration of a Directors' term of office, but so that the total number of Directors shall not at any time exceed the number prescribed by the Bylaws as may be amended from time to time; any Directors so appointed shall only hold office until the next following Annual General Meeting and then shall be eligible for re-election. The continuing Directors may act notwithstanding any vacancy in their body.

A nomination committee consisting of Past President, President and Vice-President shall be formed to consider names and possible candidates for office and to prepare a list to be voted on at the Annual General Meeting. The list of positions for nominations for the Executive is Past President-ex officio, President, Vice-President, Secretary and Treasurer.

The Member is Special General Meeting may by Special Resolution remove any Director before the expiration of his/her term of office, and may by Ordinary Resolution appoint another person in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held the same if he had not been removed.

At the General Meeting at which any Directors retire in manner aforesaid, the Members shall fill the vacated offices by electing new Directors.

A Director may retire from his office upon giving one month's notice in writing of his intention so to do and such resignation shall take effect upon the expiration of such notice; PROVIDED that the Directors may accept such resignation prior to the expiration of such notice and in such event the resignation shall take effect upon such acceptance by the Directors.

The continuing Directors may act notwithstanding any vacancy in their body, so long as their remains a quorum of the Board of Directors qualified to act.

The office of a Director shall be vacated:
(a) if he is found to be a lunatic or become of unsound mind;
if by notice in writing he reigns his office;
if he be convicted of and indictable offence;
if he is removed from office by the Members in a Special General Meeting specially called for the purpose;
if he becomes bankrupt of makes an authorized assignment or suspends payment, or compounds with his creditors.

## Power of Directors

The Directors shall control and manage all the affairs and property of the Association and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by these presents required to be exercise or done by the Association in General Meeting. Notwithstanding the foregoing provisions of these bylaws, the Association in General Meeting may be Ordinary Resolution;
do anything which the directors may do;
ratify anything which purports to have been done as an act of the Directors:
govern or restrict the manner in which the Directors are to exercise their powers, so long as this is not done retroactively. None of the powers granted by this Bylaw shall be read as being limited or restricted by any special power given by any other Bylaw.

The Directors may exercise all or any of the powers of the Association to borrow or raise money from whatever person and in whatever manner they see fit. The Directors shall have the power to sell, dispose of, mortgage or charge the entire undertaking and property of the Association or any part thereof, for such consideration as they may think fit.

The Directors may engage all such agents and servants as they consider necessary and shall regulate their duties and fix their salaries.

Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the society may deem reasonable.

## Board Meetings

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they shall think fit. For the transaction of business, a meeting of five (5) or more Directors shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the cast of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bylaws for the time being vested in or exercisable by the Directors.

Meetings of the Directors shall be summoned by the Secretary at the request of the Chairman, and failing him, at the request of the Vice-Chairman, or any two Directors. A meeting of the Directors may be held at any time the Directors may deem necessary and expedient, and may be summoned on twenty-four (24) hours' notice verbally or in writing and by means of telephone or telecopier (fax) or any other means of communication.

Meetings of the Directors shall be held in Alberta, or with the consent of a majority of the Directors, at any other place.

All acts done by any meeting of the Directors or by any persons acting as Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Directors or persons acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

A resolution signed by all of the Directors as such shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall be entered in the Minute Book of the Association accordingly, and shall be held to relate back to any date therein stated to be the date thereof.

## Indemnity and Protection of Directors

Each and every Director shall be deemed to have assumed office on the express condition that every Directors, his heirs, executors administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Association against all costs, charges and expenses whatsoever, which such Director sustains or incurs in any action or proceeding which is brought or prosecuted against him in respect of any act or matter done or permitted by him in the execution of the duties of his office and also costs, charges and expenses which he may sustain or incur in relation to the affairs of the Association expect such costs, charges and expenses as are occasioned by his own fraud, dishonesty, willful neglect or default.

No Director of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Association for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or wrongful act of any person, firm or corporation with whom any monies, securities or effects shall be lodge or deposited or for any lost occasioned by an oversight or error in judgment on his part or for an other loss, damage or misfortune which may happen in the exercise or his respective duties or trust or in relation thereto unless the same shall happen by his own or through his own willful act or default. Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

As resolutions and proceedings of all General Meetings and all meetings of the Directors; and any such Minutes as aforesaid if purporting to be signed by the Chairman of the meeting at which such appointments were made or such Directors were present, or such resolutions were passed or
proceedings had, as the case may be, or by the Chairman of the next succeeding General Meeting or meeting of the Directors, as the cast may be shall be sufficient evidence without any further proof of the facts therein stated.

## Officers

The Officers of the Association shall consist of a President, a Past President, a Vice-President, a Secretary, a Registrar, a Treasurer, and such other Officers as the Directors may from time to time elect. Every Officer shall be elected by the Directors and shall hold office during the period of his tenure of office as a Director or such shorter period as the Directors may determine. Every Officer shall have powers as the Directors shall determine.

## Honorary President

The Directors may from time to time appoint an Honorary President of the Association with such powers and duties as the Directors shall determine. The duration of the appointment shall be for such period as the Directors may determine and may be terminated by the Directors at an ordinary meeting upon majority vote.

An Honorary President need not be a Member of the Association.
An Officer shall not receive remuneration for so acting.

## THE SEAL

The Association shall have a corporate seal of such design as may be approved by the Directors. The Directors shall provide for the safe custody of the seal, which shall be used by the authority of the Directors, who may make such regulations with regard to the affixing thereof as they may deem necessary. In default of such regulations, the seal may be validly used only if its use is authenticated by the signature of two (2) or more Directors of the Association.

## BOOKS OF THE ASSOCIATION

The Directors shall cause Minutes to be made in books provided for that purpose of:
All appointments of officers made by the Directors;
The names of the Directors present at every meeting of the Directors; and
The secretary shall keep or cause to be kept a book or books wherein shall be recorded:
(a) a copy of the Bylaws and of any amendments thereto;
(b) the Register of Members;
the names, addresses and occupations of all persons who are or have been Directors, with the several dates at which each became or ceased to be such Director.

The books, accounts, and records of the Association shall be open to inspection by any Member at all reasonable times upon receipt by the Association of a written request.

## ACCOUNTS

The Directors shall cause true accounts to be kept of:
All sums of money received and expended by the Association and the matter in respect of which such receipts and expenditures take place;

A sales and purchases of goods by the Association; an
The assets and liabilities of the Association
A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditors' report, shall be provided to every Member of the Association at the meetings.

## AUDIT

Once at least in every year the accounts of the Association shall be audited and the correctness of the income and expenditure statement and balance sheet ascertained by one or more auditors.

Within 30 days of the holding of the Annual General Meeting, the Association shall file within the Alberta Registrar of Corporations, a statement in the form of a balance sheet containing general particulars of it's liabilities and assets, and a statement of its income and expenditures, if audited, signed by the auditor or auditors of the Association, or, if there is no auditor or auditors, signed by two Directors.

Unless otherwise determined by the Board of Directors, the fiscal year of the Association shall terminate on the 31 day of May each year.

## BORROWING POWERS

For the purpose of carrying out its objects, the society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

## DISCIPLINARY MATTERS

A Member may be disciplined for a transgression of the Rules.
The Board of Directors may, for each Disciplinary matter, appoint a Discipline Committee to consider transgression(s), implement sanctions or measurers, if found necessary, and prepare a written decision, in any events. The written decision shall include the alleged Rule transgressed, the evidence considered and the decision made by the Discipline Committee.

Unless mandatory discipline sanctions are prescribed in the Rules, all disciplinary sanctions shall be at the sole discretion of the Discipline Committee and they shall enforce and implement all mandatory disciplinary sanctions.

Where mandatory disciplinary sanction is not prescribed by the Rules, an interested Member with direct knowledge of the subject transgression may make a written submission to the Discipline Committee. Any resulting disciplinary sanction shall be implemented by the Discipline Committee at their sole discretion.
All Members, shall cooperate with the Discipline Committee in any disciplinary investigations.
The Discipline Committee shall exercise reasonable discretion (where discretion is vested in it by the Rules) in relation to each transgression and shall take such disciplinary sanctions or measures as are required in the circumstances, including the sanctions or suspension or expulsion of a Member.

Any decision of the Discipline Committee shall be a decision of the Association for the purposes of the Appeal to the Hockey Alberta Appeals Officer.

Any member who is subject to a decision of the Discipline Committee, may appeal that decision, within the time prescribed by the Bylaws and Regulations of Hockey Alberta, to the Hockey Alberta Appeals Officer.

Any disciplinary sanctions taken by and entity outside the Association arising from inter-league play shall be enforced, where possible, by the Association and any appeals shall be in accordance with the entity's constitution, bylaws, rules and regulations.

## GRIEVANCES

Any Member who has been affected by any action or omission of the Association or any Member acting on behalf of the Association, other than Disciplinary matters, may file a written grievance with the Board of Directors within fourteen (14) days of the member's reasonable knowledge of the act or omission.
The Board of Directors shall consider the written grievance and render a written decision about the grievance with in fourteen (14) days of a receipt of the written grievance. The written decision shall include a copy of the written grievance, what evidence was considered, and the ultimate decision.

All determinations under this Bylaw made by the Board of Directors shall be determined in accordance with the Rules. The Board of Directors shall us reasonable discretion in relation to considering each grievance.

Any decision of the Board of Directors under this Bylaw shall be a decision of the Association for the purposes of Appeal to the Hockey Alberta Appeals Officer.

Any member who is subject to a decision under this Bylaw of the Board of Directors, may appeal that decision within the time prescribed by the Bylaws and Regulations of Hockey Alberta, to the Hockey Alberta Appeals Officer.

## GENERAL

The Association adopts the Hockey Canada "Initiation Program" and that the pre-novice hockey (under the age of 7 years old) be called "Initiation".

All on ice personnel in the divisions of novice and below, successfully complete the "Initiation Program Instructors" course as required by the CHA.

We the undersigned, herby declare that we desire to form a society under the Societies Act, R.S.A. 2000, c.s-14. and that:

1. The name of the society is: Delburne and District Minor Hockey Society

DATED this _6th_day of__March__2008
NAME (SIGNATURES) PLEASE PRINT NAME BELOW SIGNATURE COMPLETE ADDRESS
OCCUPATION
$\qquad$
$\qquad$
OCCUPATION
$\qquad$
$\qquad$
$\qquad$
OCCUPATION

NAME (WITNESS) COMPLETE ADDRESS
OCCUPATION

## Definitions and Interpretation

In the interpretation of these Bylaws, except where excluded by the context:
"Act" means the Societies Act of Alberta, R.S.A. 1980, c S-18 as amended from time to time;
"Annual General Meeting" means the General Meeting held annually in accordance with the provisions of the Act;
"Association" shall mean the Delburne \& District Minor Hockey Society.
"By-Laws" means the by-laws of the Association, as amended from time to time;
"CHA" means the Canadian Hockey Association who represents the governing body of amateur hockey in Canada and is a member of the International Ice Hockey Federation;
"Chairman" means the President, or in his absence, the Vice-President, shall chair every General Meeting;
"Director(s)" means a person that has been elected or appointed as a director of the Association;
"Discipline Committee" means a committee formed by the Board of Directors to rule on Disciplinary Matters consisting of a minimum of three (3) Directors or duly appointed Members who are not in a conflict of interest in relation to the Disciplinary Matters considered;
"General Meeting" means a meeting of the Members;
"Honorary Member" means a person that has been appointed a Member pursuant to By-Law 5.2;
"Hockey Alberta" means the Alberta Amateur Hockey Association and represents the supreme authority concerning Amateur hockey in the Province of Alberta, subject only to the right of appeal to the CHA;
"Initiation Program" means the Canadian Hockey Association Initiation Program Curriculum of Initiation hockey (under the age of seven (7) years old);
"Member" means a person or legal entity that has been admitted as a member of the Association;
"Ordinary Resolution" means a resolution passed at a General Meeting of Director's meeting by a vote of not less than $50 \%$ of those persons present in person plus one (1);
"President" shall mean the President of the Association;
"Register of Members" means the register of all persons that are Members of the Association from time to time containing the address and occupation of each Member, so far as can be ascertained;
"Regulations" means those regulations of the Association for the administration and advancement of hockey;
"Secretary" means the Secretary of the Association;
"Special Meeting" shall be called Special Meetings means all meetings other then general meetings and annual general meeting. The Directors may, whenever they think fit, convene a Special Meeting. Ten (10) Members by notice in writing to the President may direct the Directors to convene a Special Meeting;
"Special Resolution" shall have the meaning as defined in the Act and shall further constitute;
At a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given,
and by the vote of not less than $75 \%$ of those members who, if entitled to do so, vote in person.
A resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree,

Or a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

The headings herein are given for convenience only, and shall not affect the interpretation of these Bylaws.

These Bylaws shall be interpreted in a large and liberal sense so as to give effect thereto wherever possible.

In all the Bylaws, the singular shall include the plural and the plural the singular, the word "person" shall include corporations, societies and partnerships and the masculine shall include the feminine. Wherever reference is made to the Societies Act or a section thereof, such reference shall be extend and apply to any amendment to that Act or section, as the cast may be.

