

BOBSLEIGH CANADA SKELETON

General Bylaws

Amended July 21, 2009

**BOBSLEIGH CANADA SKELETON
GENERAL BYLAWS**

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Article 1 General

1.1 Act

Bobsleigh CANADA Skeleton, formerly Bobsleigh Canada, was incorporated under Part II of the Canada Corporations Act March 22, 1990.

1.2 Definitions

- a) "Board" means the Board of Directors of Bobsleigh CANADA Skeleton;
- b) "Bylaws" means the by-laws of the association as amended from time to time;
- c) "Association" means Bobsleigh CANADA Skeleton;
- d) "Quadrennial" means the four year period immediately following the close of the Olympic Winter Games;
- e) "Member in good standing" shall mean an individual whose annual membership fees have been received by the Association; or as otherwise provided for herein;
- f) "Fiscal year end" means the Association's year-end of March 31, or such other date as may be determined from time to time;
- g) "Provincial / territorial association" is one that is incorporated pursuant to the applicable provincial / territorial legislation and that is recognized by the Association as the representative of that province or territory;
- h) "Bobsleigh CANADA Skeleton program" means any activity which is organized, conducted, operated, financed or sanctioned by the Association and for which the Association assumes any liability whatsoever;

1.3 Interpretations

- a) Heading of the Articles or sections herein are inserted for the convenience of reference only and shall not affect the construction or interpretation of these Bylaws;
- b) Words importing the singular number only shall include plural and vice versa, and words importing the masculine gender shall include the feminine and neuter genders and words importing persons shall include provincial or federal companies, corporations, partnerships, syndicates, trusts, associations, societies and any number or aggregate of persons all as the context may require.

Article 2 Name

The name of the Corporation shall be:

"Bobsleigh CANADA Skeleton" (hereinafter referred to as the "Association").

Article 3 Corporate Seal

The seal of the Association shall have the words “Bobsleigh CANADA Skeleton” endorsed thereon.

Article 4 Registered Office

The registered office and head office of the Association shall be in the City of Calgary, in the Province of Alberta, or at such other place as the Board may from time to time determine.

Article 5 Membership

5.1 Requirements for Membership

Membership in the association shall be unlimited in number and open to all Canadian resident persons (or as otherwise determined by the Board it being the intention that the Association be open to those supporting the objectives of the Association.)

5.2 Categories of Membership

- a) **Voting Members** - Voting members are individuals who are members of the Association and who have the right to vote at any meeting of the membership of the Association upon payment of an annual membership fee as provided herein.
 - i. **Athletes** – Before participating in any Bobsleigh CANADA Skeleton program, athletes must first become members of the Association by joining a club of a provincial / territorial association or by joining a provincial / territorial association. If no club or provincial / territorial association exists in the athlete’s province or territory of residence, then he may become a member directly with the Association upon payment of an annual membership fee as provided herein;
 - ii. **Alumni** - All athletes who have previously been named to a Bobsleigh CANADA Skeleton national team program are eligible to become voting members upon payment of an annual membership fee as provided herein. Bobsleigh CANADA Skeleton will maintain a list of national team alumni;
 - iii. **Individuals** - Individuals who are involved in the sport of bobsleigh or skeleton and who support the objectives of the Association **may** become voting members by joining a club of a provincial / territorial association or by joining a provincial / territorial association. If no club or provincial / territorial association exists in the athlete’s province or territory of residence, then they may become a member directly with the Association upon payment of an annual membership fee as provided herein;
 - iv. **Lifetime** - The Board **recommend the granting of** lifetime membership to individuals who have contributed long and

meritorious service to the Association or who have made an outstanding contribution to the Association. **Upon ratification of** those individuals being **recommended** by the Board at the Annual General Meeting of the members of the Association, lifetime members shall be granted lifetime membership and will be voting members.

5.3 Membership Application

No member of the Association shall be allowed to vote at any meeting of the members of the Association unless they are members in good standing for a period of at least 14 days prior to that meeting.

5.4 Term of Membership

Membership, other than lifetime membership, shall be for a period of no greater than one (1) year and must be renewed as per Section 5.5.

5.5 Renewal of Membership

Membership must be renewed annually or the membership will lapse and the continuity of membership rights will be lost.

5.6 Voting

No member shall be entitled to vote unless their membership is in good standing. Each member is entitled to one vote.

5.7 Withdrawal of Members

Membership in the Association may be terminated by the member giving written notice to the Secretary of the Association.

5.8 Expulsion of Members

The Association may terminate for cause, the membership of any member by resolution of a three-quarter (3/4) majority vote of the voting members present and cast at an Annual General Meeting or Special General Meeting duly called for that purpose.

5.9 Annual Membership Fees

The annual membership fees of the Association shall be as follows:

- a) Voting members: Voting members shall pay the annual membership fee to their provincial / territorial association who shall remit these funds to the Association. If no club or provincial / territorial association exists in the athlete's province or territory of residence, then he shall remit their membership fee directly to the Association. Until the Association has received the membership fees, no membership rights shall be granted;
- b) Non-voting members: There shall be no fee charged to non-voting members;
- c) The annual membership fees shall be set at the Annual General Meeting for the upcoming year.

Article 6 Membership Meetings

All meetings of the Association are conducted according to the Association's policies and procedures

6.1 Annual General Meetings

The Annual General Meeting of the members of the Association shall be held within six (6) months from the Association's fiscal year end at a place in Canada and at such time as the Board may determine for the purposes set out in the notice thereof and without restricting the generality of the foregoing to:

- a) Receive and consider the report of the President and Chief Executive Officer of the Association for the last fiscal period;
- b) Receive the report from the auditors;
- c) Approve the audited Financial Statement ;
- d) Approve the Budget ;
- e) Appoint as auditors a recognized firm of chartered accountants who will hold office until the next Annual General Meeting at a remuneration to be fixed by the Board;
- f) Amend the Bylaws, subject to the provisions of section 6.3(b);
- g) Ratify the acts of the Board;
- h) Elect members to the Board according to the Association's electoral policies;
- i) Confirm the date and place of next Association Annual General Meeting
- j) Set the annual membership fees;
- k) Name the signing officers for the Association for financial documents;
- l) Transact such other matters as may come before the Annual General Meeting;

6.2 Special Meeting

A Special General Meeting shall be convened at any place in Canada upon written request of half the voting Directors plus one or by at least one-third (1/3) of the total number of voting members, with the provision that a notice of meeting together with an agenda is circulated, or caused to be circulated by the Secretary which shall contain enough information to allow a member to make a reasoned decision.

6.3 Notices

- a) Subject to the provisions of these Bylaws, sixty (60) clear days notice of an Annual General Meeting and fifteen (15) clear days notice of a Special General Meeting shall be given to every member of the Association;
- b) Notice of a motion for amending Bylaws shall be sent to the Secretary ninety (90) days prior to the meeting. Copies of such notices shall be circulated to members with the notice of meeting and agenda. No Bylaw amendments shall be considered unless proper notice has been given;

- c) Any notice required to be given pursuant to these bylaws, may be sent by mail postage prepaid, by email to the recipients last known address and posted on the Bobsleigh CANADA Skeleton website:
www.bobsleighskeleton.ca.

6.4 Voting

- a) Ordinary resolutions shall require a majority vote of the voting members present or represented by proxy at a general meeting, unless the Act or these Bylaws otherwise provide. In the event of a tie in the votes cast, the resolution shall be considered defeated;
- b) Bylaw amendments shall require a two thirds (2/3) majority vote of the members present or represented by proxy at a general meeting.

6.5 Quorum

For any Annual General Meeting or Special Meeting of the Association, a quorum shall consist of twenty (20) voting members present or represented by proxy. If a quorum is present at the opening of a meeting of members, the members may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. In the event that a quorum is not present, the meeting shall be adjourned for a period of not greater than forty five (45) days and fifteen (15) clear days notice of the reconvening of the adjourned meeting shall be given in writing to every member of the Association. At the reconvened adjourned meeting, all voting members represented in person or by proxy shall constitute a quorum for the conduct of the business of the adjourned meeting.

6.6 Proxy

Each voting member may hold up to two (2) proxy votes of another voting member at Association General Meetings or Special Meetings, on condition that ~~written~~ notice of these is filed with the Secretary before the beginning of the meeting. The proxy shall be in writing and specify the name of the proxy holder. There will be a reminder of proxy rights in the notice of the meeting.

6.7 Adjournment

The Chairman of the meeting may adjourn any meeting with consent of the members of the Association from time to time to a fixed time and place and if the adjournment is for less than thirty (30) days it is not necessary to give notice of the adjourned meeting other than by announcement at the time of the adjournment. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present.

6.8 Resolution in Lieu of Meeting

A resolution in writing signed by all the members entitled to vote on that resolution is as valid as if it had been passed at a meeting of the members of the Association.

6.9 Chairman of Members Meeting

The President, or in his absence the Vice President, shall be chairman of any meeting of members. If none of those are present or if the entire directors present decline to take the chair, then the members present shall elect one of their numbers to be chairman.

Article 7 Board of Directors

The Board shall oversee the management of the affairs of the Association.

7.1 Constitution of the Board of Directors

The Board of Directors shall be comprised as follows:

- a) President
- b) Vice President
- c) Treasurer
- d) Two Directors at Large
- e) Two (2) Athletes' Representatives as elected by the Athletes' Council.
One representative will be elected by bobsleigh athletes and one representative will be elected by skeleton athletes.

Each member of the Board is entitled to one vote.

7.2 Election and Term of Directors

- a) Elected positions of President, and one of the Directors at Large shall be elected at each quadrennial Annual General Meeting of members, to hold office until the next quadrennial Annual General Meeting of members;
- b) The elected positions of Vice-President, Treasurer and one of the Directors at Large, shall be initially elected at the 2009 Annual General Meeting, upon approval of these bylaws, for a three-year term. Subsequently each term thereafter will be for four years;
- c) Candidates to be elected to the board must be members in good standing and must be nominated by at least two voting members in writing. The nomination shall contain the nominee's consent to stand for election and a brief personal profile of the nominee. The slate of nominees proposed for election shall be circulated along with each profile with the notice of meeting. Candidates may also be nominated from those voting members present at the Annual General Meeting;
- d) Any Person who occupies a position on the Board of Directors and whose term has not yet expired, may be nominated to seek election to any other position on the Board. In such case the person shall be required to vacate the elected position that he or she holds in order to accept the nomination and an election shall be held to fill the unexpired portion of his or her term;

- e) Notwithstanding the provision in Section 7.2 c., any person who is nominated for an elected position and who is defeated in that election may at his or her option be deemed to have been nominated for any other elected position at the same Annual General Meeting. To facilitate this process, in the 2009 election, the election of the Vice President shall occur first followed by the election of the Treasurer, the election of any vacated position, followed by the Director at Large. This process shall also be followed in 2012 and at subsequent four year intervals. The election in 2010 and at subsequent four year intervals shall begin with the election of the President, followed by the election of any vacated position, followed by the election of the Director at Large.

The President of a Provincial Association cannot be the President of the Association.

Retiring Directors shall be eligible for re-election, if qualified.

The Athletes' representatives shall be elected by the Athletes' Council and serve for a term of two years. These representatives may stand for re-election.

7.3 Athletes' Council

The Athlete's Council may be comprised of both active and retired athletes from the bobsleigh and skeleton disciplines who shall represent the views of athletes from the National and National Development Teams.

From their membership, the Athletes' Council shall elect two representatives who shall be full voting members of the Board of Directors. Their appointment shall be for a two year period with the potential for re-appointment by the Athletes' Council

7.4 Presidents' Council

The Presidents' Council shall be comprised of the President , and the Presidents of the respective Provincial Bobsleigh and Skeleton Associations, and may include business and sport leaders

The Presidents' Council meets a minimum of once a year. The Council provides a forum for the exchange of ideas and information;

7.5 Board of Directors

a) Duties

- a. Without limiting the powers of the Board to oversee the management of the affairs of the Association, the Board shall appoint the following standing committees:
 - i. Dispute Committee;
 - ii. Appeals Committee;
- b. Roles and responsibilities for each of these committees are outlined in the Association's Policy Manual as amended from time to time;

- c. The Board shall appoint such special committees, as may from time to time be deemed necessary or desirable for the furtherance of the objectives of the Association.
- d. The Board shall have the power, from time to time, to alter the composition of committees appointed by it, or dissolve such committees;
- e. The Board shall exercise such other duties, powers and rights as are assigned to it by the bylaws and in exercising their powers in discharging of their duties.

b) Directors

Directors, in exercising their power, shall act honestly and in good faith with the view to the best interests of the Association.

7.6 Qualification

A Director must be a voting member in good standing of the Association. A Director must have been a permanent resident of Canada for a minimum of two (2) consecutive years immediately prior to undertaking the term of office.

7.7 Vacancies

Vacancies on the Board may be filled at the discretion of the Board until the next Annual General Meeting of Members-

7.8 Retirement

A retiring Director shall remain in office until the dissolution or adjournment of the Annual General Meeting at which time a successor is elected/appointed into office.

7.9 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) Upon a Director resigning by delivering to the Secretary his written resignation
- b) Upon ceasing to be a member
- c) Upon being found mentally incompetent
- d) Upon passing a resolution by a majority vote of 2/3 of the voting members present at a meeting of the members specifically called to remove the Director
- e) Upon becoming bankrupt
- f) Upon death.

7.10 Board Meetings

a) Notice of Meetings

Meetings of the Board may be held at any time and place to be determined by the directors provided that forty-eight (48) hours written notice of such meeting shall be given, by telephone, facsimile transmission, or by electronic mail to each Director. Any notice given only by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board

b) Conference Telephone

If all the Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of a conference call telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

c) Resolution in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

7.11 Omission of Notice

No irregularity in giving notice of any meeting of the Board or any adjourned meeting of the Board of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting.

7.12 Adjournment

Any meeting of the Board may be adjourned from time to time by the Chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting is duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. If there is no quorum present at the adjourned meeting, the original meeting is deemed to have terminated forthwith after its adjournment.

7.13 Quorum and voting

- a) No business may be transacted at a meeting of the Board unless a majority of the Directors are in attendance. Questions arising at any meeting of the Board must be decided by a majority of votes.
- b) No proxies shall be permitted at meetings of the Board.

7.14 Chairman

The President or in his absence, the Vice President shall be chairman of any meeting of directors; and if no such officer be present, the directors present shall choose one (1) of their number to be chairman.

7.15 Remuneration

Directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from the office. They shall be paid their reasonable traveling and other out-of-pocket expenses properly incurred by them carrying out business of the Association in accordance with policies established by the Board.

Article 8 Officers

The Officers of the Association shall be the President, Vice President, Treasurer and the Chief Executive Officer.

8.1 President

The powers and the duties of the President shall be.

- a) To represent the Association in all matters pertaining to the Sport with full power before any authority, without limitations in defence of the Associations' interests, with the capacity to delegate such responsibilities to whomever he deems appropriate (without limiting the generality of the foregoing at; Canadian Olympic Committee and the FIBT);
- b) Be the chief spokesperson for BCS or designate that responsibility as required;
- c) Preside at all General meetings of the Association and all meetings of the Board;
- d) Ensure all orders and resolutions of the Board are carried out and shall be responsible for reporting on all business transacted by the Board to the Members at all General Meetings of the Association;
- e) Sign all necessary official and private documents;
- f) Perform such other duties as may be assigned to him by the members, or the Board or as may be incidental to the President's office or provided for in the By-laws.

8.2 Vice President

The Vice President shall:

- a) Perform duties of assistant to the President and shall be vested with all the powers of, and shall perform all the duties of the President, if the necessity arises;
- b) Perform such other duties and shall have such powers as may from time to time be determined by the Board;
- c) Delegate any or all of his duties.

8.3 Treasurer

The Treasurer shall exercise supervisory powers in respect of:

- a) Rendering to the President and Board at its regular meetings, or whenever the President or Board may require it, an account of the finances of BCS;

- b) Exhibiting to the President and Board, upon request, books and accounts kept under the Treasurer's supervision;
- c) Such other duties prescribed by the By-Laws or as may from time to time, be determined by the Board, or as are usually performed by the Treasurer or Honorary Treasurer of similar entities;
- d) Upon retirement or removal from the office, the Treasurer shall immediately return to BCS all books, papers, vouchers, money and other records or property in his possession or under his control, belonging to BCS;

8.4 Director(s) at Large

The Directors at Large shall:

- a) Perform such duties as may from time to time be determined by the Board.

8.5 Chief Executive Officer

The Chief Executive Officer shall be:

- a) Responsible for the management of the BCS office and the conduct of the day to day operations of BCS;
- b) Attend the meetings of the Board, Annual General meeting and any Special meetings, but shall not have the right to vote;
- c) Prepare and present policy recommendations to the Board concerning day to day operations of BCS;
- d) Represent BCS and shall speak on behalf of, or for BCS as directed by the President;
- e) Provide guidance, advice and direction in the conduct of BCS activities at all levels of competition or participation;
- f) Investigate all alleged breaches of any By-law, rule, policy, or practice of BCS and initiate such action as may be necessary in accordance with the By-Laws of BCS;
- g) Disseminate information about and carry on promotion and publicity for BCS activities both to and for its members and to and for other persons, organizations and the public in general;
- h) Record and circulate the minutes of all meetings of the General Assembly and of the Board of Directors and shall be responsible for the maintenance, control and safe-keeping of all books, Membership lists, minute book, seal, writing, contracts, library and any and all other records of BCS at the Head Office of BCS;
- i) Publish and deliver notices of meetings and agenda therefore to all Members and shall be the proper officer for reception of notices of motions and other proposed agenda items, all in accordance the time and procedural requirements of the By-laws;
- j) Receive and disburse the funds of BCS in accordance with generally acceptable accounting principles in accordance with the budget of BCS;
- k) Submit, thirty (30) days before the Annual General Meeting a written report to be presented to the General Assembly;

- l) Review, investigate, and report to the Board of Directors respecting penalties assessed or dispositions made in accordance with the policies and By-Laws of BCS;
- m) Perform such other duties as from time to time are delegated by the Board of Directors or the General Assembly;
- n) Delegate such of the above duties as the Board of Directors may from time to time authorize.

Article 9 Protection of Directors, Officers and Employees

9.1 Indemnification

Every Officer, Director, or employee or the Association and their heirs, executors and administrators, and successors and assigns, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds and/or assets of the Association from and against:

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

9.2 Limitation of Liability

No Director or Officer of BCS shall be liable for the acts or omissions of any other Director or Officer or employee of BCS or for any loss, damage or expense suffered by BCS through the insufficiency or deficiency of title to any property acquired by order of the Board, or in respect of any deficiency of any security in or upon which any monies of BCS 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 BCS shall be deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any loss or damage which may occur in the execution of the duties of his office in relation thereto or in respect of any other act or omission of a Director in his capacity as such causing loss, damage or expense, unless the same shall happen through his own willful neglect or default.

9.3 Insurance

Subject to governing law, the association may purchase and maintain such insurance for the benefit of any person referred to in this section as the Board may from time to time determine.

Article 10 Execution of Documents

The Board of Directors shall have power, from time to time, by resolution, to appoint signing officers on behalf of the Association, to sign specific contracts, documents and instruments in writing.

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any of two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

The Board of Directors of the Association may give power of attorney to any registered dealer in securities, for the purpose of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors

Article 11 Financial

11.1 Banking Resolution

- a) The Board, at each Annual General Meeting, shall approve three (3) Officers or employees to be signing officers for the Association.
- b) Unless otherwise determined by resolution of the Board, all cheques drawn on the Association's funds shall be signed by two (2) of the signing officers.

11.2 Borrowing Bylaw

The Board of Directors may from time to time:

- a) borrow money on the credit of the Association; or
- b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, to other debt, or any obligation or liability of the Association.

From time to time, the Board of Directors may authorize any Officer, Director or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid 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 moneys borrowed or remaining due by the Association as the Officers may authorize and generally to manage, transact and settle the borrowing of money by the Association.

Article 12 Amendment of Bylaws

Bylaws of the Association may be repealed, varied, added to, or amended by a majority vote of the Board at a meeting of the Board, and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at a special meeting or at an Annual General Meeting, provided, however, that the enactment, repeal or amendment of such Bylaw shall not be enforced or acted upon until the approval of the Minister of Industry Canada has been obtained. Notice of the enactment, repeal or amendment must be served as provided in Bylaw 6.3.

Article 13 Dissolution

The Association cannot voluntarily be dissolved or wound-up except by a two-thirds (2/3) vote of the members present at a General Meeting, especially called for this purpose by a written notice of thirty (30) days. In the event of such dissolution or winding-up, the Officers shall supervise the dissolution and the relinquishing of the Letters Patent as stipulated by Law. All Association assets remaining after payment of its debts, obligations and liabilities shall be distributed to one or more charitable organizations in Canada having objects or purposes consistent with the objects of the Association.

Article 14 Languages

The Bylaws shall be published in English and French, and in the event of a conflict of interpretation by reason thereof, the English interpretation shall prevail. Either language may be used in the affairs, business and activities of the Association.