

BY LAW NO. 1

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BE IT ENACTED as the General By-law of ONTARIO **STEELPAN ASSOCIATION** (hereinafter called the "Association") as follows:

INTERPRETATION

- 1.1 In this By-law and all other By-laws and Resolutions of the Association, unless the context otherwise requires:
- (a) "Act" means the Corporations Act, R.S.O. 1990, c. C38, as amended by 1992, c. 32 and any statute amending or enacted in substitution therefore from time to time;
 - (b) "Letters patent" means the letters patent of the Association as the same may be amended from time to time, and include articles of amendment, amalgamation, re-organization or revival and restated articles;
 - (c) "By-laws" means the by-law of the Association from time to time in force;
 - (d) "Appoint" includes "elect" and vice versa;
 - (e) "Board" means the Board of Directors of the Association and "Director" means a member of the Board of Directors;
 - (f) "Officers" means the persons who hold the offices enumerated in article V;
 - (g) "Voting Members and Steelband Representative" means the person who holds membership as an individual, or at the same time is the representative for a Steelband, and can from time to time be referred to as a 'member' or "general member";

- (h) The President shall be the principal executive officer of the Association;
- (i) "Meeting of members" includes an annual general meeting of members; a general meeting of members entitled to vote at an annual meeting of members;
- (j) "Recorded address," means in the case of a member, the address as recorded in the members' register; in the case of a director, officer, auditor, or member of a committee of the Association, the latest address as recorded in records of the Association.

1.2 All terms contained in the By-laws and defined in the Act or regulations shall have the meanings given to such terms in the Act or Regulations.

1.3 The singular includes the plural, and the plural includes the singular; the masculine gender includes the feminine; the word "person" includes bodies, corporate, companies, partnership, syndicates, trusts, and any association of persons; and the word "individual" means a natural person.

"Chair" refers to the person presiding at a meeting and is synonymous with Chairman, Chairwoman, and Chairperson. Chair shall also mean the Head of a Committee.

1.4 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Preamble.

Whereas the ONTARIO STEELPAN ASSOCIATION was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on November 07, 2002, for the establishment and operation of a steelpan association, for the purpose of:

- a) Promoting interest in the growth, recognition, research and development, study and practice of the steelpan art form;
- b) Promoting lectures, concerts, classes, seminars and workshops in steelpan and steelpan related activities;
- c) Arranging and sanctioning competitions and performances, and establishing and granting prizes, awards, and distinctions;

And such other complementary purposes not inconsistent with these objects.

ARTICLE I

Section 1. Office of Ontario Steelpan Association

The principal office of the Association shall be at the place within Ontario from time to time specified in the Letters Patent, and at such location as is specified in the Letters Patent, and thereafter as the Association may from time to time determine by special resolution. The Association may also establish, by resolution, such other offices, and agencies within Ontario, as the Board of Directors may deem appropriate.

ARTICLE II

Section 1. Membership

Membership in the Ontario Steelpan Association is open to all parties that subscribe to the Mission Statement and shall consist of such persons as are admitted as members by the Board of Directors and confirmed by members in a General Meeting other than the Annual General Meeting.

Section 2. Application for Membership

Application for membership shall be submitted in writing to the Secretary on an application form containing a statement regarding the basis upon which annual dues are to be paid, and a statement to be signed by the applicant indicating agreement to comply with the Letters Patent, Objects, Constitution, By-Laws and Resolutions, Rules and Regulations of the Association. On written

application, a two-thirds majority vote of the Board of Directors and a majority of the members may grant an eligible candidate membership.

Section 3. Classes of Membership

There shall be three (4) classes of membership in the Association:

- a. Voting General Member and/or Steelband Representative,
- b. Non-Voting Associate Members,
- c. Non-Voting Steelband Members,
- d. Non-Voting Honorary Members.

Section 4. Voting Members and Steelband Representative

A Voting General Member of the Association is an individual. A Steelband Representative is the designated individual who represents the Steelband and votes on behalf of the said steel band. This individual can be a Voting General Member while representing the said Steel band, provided the representative is over the age of eighteen (18) years.

Section 5. Non-Voting Associate Member

This class of membership shall be extended to corporations, partners, associated charities, subsidiaries, related persons, associates, or affiliates (as the foregoing are defined in the Associations Act) of active corporations, proprietorships, partnerships or other entities who have assisted the Association in attaining its objects. In addition, young persons up to and including the age of seventeen (17) are encouraged to participate by becoming this category of member.

Section 6. Non-Voting Steelband Member

This class of membership shall be extended to an individual over the age of 18, who is a member in good standing, of an OSA Steelband, but who is not a member of OSA; and who wishes to attend OSA membership meetings as an observer. This individual must present a document which confirms registration in the said OSA steelband.

Section 7. Non-Voting Honorary Member

From time to time, the Board of Directors may admit as an Honorary Member for life or lesser term, without payment of any fee or assessment, a person who, in the opinion of the Board of Directors has made an outstanding contribution to the development of the Association or to the advancement of its objectives. An Honorary Member cannot be a representative of a Steelband.

Section 8. Holding Office

Only an individual member shall be qualified to hold office in the Association as a Director. The individual member, who also represents a Steelband, can hold an office, provided that this position is based on the individual membership and not the Steelband representation. The said Steelband representative automatically represents the Steelband on related Steelband Committees.

Section 9. Notification of Members and New Members

Members shall be promptly informed by the Secretary of their admission as members, and an announcement of the acceptance of new members shall be made both at each General Meeting of the Association and in the Association's communication media.

Section 10. Voting Rights

General Members must be in good standing, provided that the application form is completed to allow for one vote on each matter submitted to a vote. The Steelbands are also subjected to one vote that is exercised by its representative. Upon attaining the age of eighteen (18) years, a Non-Voting Associate member has the option to become an individual member or a Steelband representative, provided the required dues are paid.

Section 11. Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the By-laws of the Association, a membership in this association is not transferable or assignable.

Section 12. Payment of Annual Membership Fees/Dues

The membership fee for a fiscal year (September 01 to August 31) is fixed by the Board and approved by members at a General Meeting. Members renewing their membership for a fiscal year are required to pay the full fee regardless of the time of year that they renew. The fee for new/first time members joining the Association during a fiscal year shall be prorated. The deadline for paying the membership fee for a member to be eligible to vote at an Annual General Meeting (AGM) is the day of the AGM.

Section 13. Suspension of Membership

Any member failing to abide by the terms of the Letters Patent, the By-laws, the Resolutions, Rules and Regulations of the Association, and any amendments thereto, may, after reasonable notice and an opportunity to be heard, be suspended from all rights and privileges of membership at the discretion of the Board of Directors. If such suspension shall continue for a period of one hundred and twenty (120) days, and if during that time the member has not satisfied the Board of the willingness to abide by the said terms, the member shall be deprived of membership.

Section 14. Revocation of Membership

Any member may be expelled from the Association for cause by two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an Annual or other General Meeting of members. Every member so charged shall be entitled to reasonable notice, and an opportunity to be heard by the Board of Directors and the General Meeting.

Section 15. Termination of Membership

Notwithstanding the above, membership in the Association automatically terminates upon the happening of any of the following events:

- a. if the person, in writing, resigns as a member of the Association;
- b. if the member dies;
- c. if a person is expelled from the Association pursuant to Bylaw 2;
- d. if an assessment under the authority of the By-laws of the Association remains unpaid for more than sixty (60) days after notice of assessment is mailed to the member.

Section 16. Levying Assessments and Increasing Membership Dues.

Membership dues and similar obligations ("assessments") may be levied and changed from time to time, only if authorized by:

- a. a three quarters (3/4) vote of the directors of the Board of Directors;
- b. a two-thirds (2/3) vote of the voting members at a duly constituted meeting.

Notice of an assessment shall be mailed to each member, provided however that no assessment may be levied against any Associate within limitations and any Honorary member.

Section 17. Dues, Payments Upon Suspension, Termination, Resignation, Discontinuance

A member whose membership is suspended or terminated, or who resigns or discontinues as a functional entity, shall remain liable for payment of all dues and financial obligations which have accrued and will accrue to the Association through to the end of the fiscal year in which such suspension, termination, resignation, or discontinuance becomes effective.

Section 18 Re-instatement of Terminated or Suspended Member

Any terminated or suspended member who applies for re-instatement must pay all outstanding dues and financial obligations before being considered for re-instatement.

Section 19. Liability of Members

Subject to the Act, members shall not, as such, be held answerable or responsible for any act, default, obligation, or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter, or thing relating to or connected with the Association.

ARTICLE III

Section 1. The Annual General Meeting

The Association shall hold an Annual General Meeting of its members not later than eighteen (18) months after its incorporation, and subsequently not more than fifteen (15) months after the holding of

the last preceding Annual General Meeting. The Annual General Meeting of Members shall be held in Ontario by September 30th. The Annual General Meeting of the members shall be held, for the purpose of:

- a. hearing and receiving reports and statements required by the Act, including the financial statements, to be read and laid before the Association;
- b. authorizing such directors of the Board of Directors to sign the financial statements on behalf of the Association;
- c. electing such directors as are to be elected at such Annual General Meeting;
- d. appointing the Auditor and fixing or authorizing the Board of Directors to fix his remuneration; and
- e. transacting of any other business properly brought before the meeting.

Section 2. Notice of the Annual General Meeting

Notice of the time, place and date of the Annual General Meeting, and the agenda of such meeting, and all reports and statements required by the Act, including the financial statements shall be given at least ten (10) business days before the date of the meeting to each member and to the Auditors of the Association by sending prepaid mail to the last address shown on the Association's records, or contact using an email address obtained by the Secretary.

Section 3. General Meeting of Members

The Board of Directors may at any time call a General Meeting of Members for the transaction of any business, the general nature of which will be specified in the notice calling the meeting. The Members in such manner as is provided in the Act, may also call a General Meeting of Members.

Section 4. Notice of General Meetings of Members

Notice of the time, place and date of Meetings of Members, and a statement of the nature of business to be transacted thereafter in sufficient detail to permit the member to form a reasoned judgement thereon, as well as the entire text of any special or other resolution, shall be given at least ten (10) business days before the date of the meeting to each member by sending prepaid mail to the last address shown on the Association's records, or contact using an e-mail address.

Section 5. Quorum

The quorum for all Meetings of members is 25%+1 of members in good standing. No matters, pertaining to decision making of the Association's business, shall be transacted at any meeting unless the requisite quorum is present. However, where fewer than a quorum of members is present in person after one-half hour after the commencement time specified in the notice calling the Meeting of Members, the business transacted shall be limited to the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the adjourned meeting.

Section 6. Proxies

At any meeting of members, a member entitled to vote may vote by proxy. Proxies must be requested from the Secretary and signed by the member and submitted to the Secretary prior to the meeting. Proxies shall only be assigned to a voting member.

Section 7. Voting by Members

Unless otherwise required by the Act or the By-laws of the Association, all questions proposed for consideration at a Meeting of Members shall be determined by a majority of votes cast by members entitled to vote. In the case of equality of votes, the PRESIDENT OF THE ORGANIZATION presiding at the meeting has a second or casting vote.

Section 8. Voting by Mail

Where Directors or officers are to be elected by members, such election may be conducted by mail in such manner, as the Board of Directors shall determine.

Section 9. Persons entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote. The auditor and others who, although not entitled to vote, are required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting and any other person(s) may be admitted only on the invitation of the Chair of the Board of Directors.

Section 10. Right to Vote

Subject to the Act, at any Meeting of Members, a person named in the list of members entitled to receive notice of the meeting, prepared in accordance with the Act, is entitled to vote.

Section 11. Show of Hands

At all Meetings of Members, every question shall be decided by a show of hands, unless otherwise required by By-law of the Association, or unless a poll is required by the Chair or requested by a majority of members present and entitled to vote. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, the Chair of the meeting makes a declaration that the vote has been carried or carried by a particular majority, or not carried; and an entry to that effect is noted in the Minutes of the meeting. The notation in the minutes shall be prima facie evidence of the result of the vote upon the said question.

Section 12. Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken, the Chair may require a ballot; or a majority of those present and entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner and at such time, as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, the result of the ballot so taken shall be the decision of the members upon the said question.

Section 13. Adjournment

The Chair at a Meeting of Members may, with the consent of the meeting, adjourn the meeting. Any business not transacted at the original meeting may be transacted at the adjourned meeting. If a Meeting of Members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

Section 14. Action in Writing by Members

- a. A resolution in writing signed by all the members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of the Members;
- b. Members may request the Secretary of the Board to call a Meeting of Members.
The request must be in writing with the accompanying signatures of at least 25% +1 of members in good standing. The request must state the specific issue to be discussed at the meeting, the rationale for this extraordinary action, and the expected outcome of the meeting. This shall be the only agenda item considered at the meeting. The Secretary shall immediately proceed with the normal Notice of General Meetings of Members. Such a Meeting shall be called within 30 calendar days of the receipt of the special request.

ARTICLE IV

Section 1. Board of Directors

- a. The Board of Directors (the Board) is elected by the members of the Association and is responsible and accountable to its members. The Board shall report to its members regularly and, at least once per year at the Annual General Meeting of Members. The Board serves at the pleasure of its members.
- b. The Board is responsible for the government, conduct, management, and control of the Association and of its property, revenues, expenditures, business, and affairs. These powers are vested in the Board by its members and the Board has all powers necessary or convenient to perform its duties and achieve the goals and objects of the Association.
- c. The Board may, from time to time, by resolution, delegate full or limited authority pertaining to specific tasks to the Executive Committee for a limited period of time. On no occasion is the time limit of such resolution and delegation of authority to be longer than three (3) months.
- d. The officers of the Board shall constitute the Executive Committee. The decisions of the Executive Committee while acting for the Board must be reported both to the Board and at the next Meeting of Members.
- e. The Board of Directors will be comprised of nine (9) members, six (6) of whom shall be elected by secret ballot at the annual General Meeting. The remaining three (3) positions shall be appointed by the Board, for the purpose of making available to the Board identified skills and expertise necessary for actualizing the Vision of the Association. The Association may by special resolution increase or decrease the number of its Directors. Any representative of a Steelband

can be elected as a Director, but will provide full representation as Director, but no duplication regarding the Steelband's representation bestowed upon the individual.

In case of a vacancy, the board can appoint

Section 2. Duration of Service

Each member of the Board shall serve at the pleasure of the members and, in any event, only as long as the person is a Director. The Board of Directors may fill vacancies in its number of Directors between elections and for the remaining term of the retiring Director by the following methods, in order of priority:

- a. by selecting candidates with the next highest numbers of votes at the last election of Directors;
- b. by appointment from the membership, taking into account the individual's experience, skills and competencies;
- c. by By-election from among the membership.

If a vacancy exists on the Board, the remaining members may exercise all of its powers, so long as a quorum remains in office.

Section 3. Powers of the Board of Directors

During the intervals between Meetings of Members, the Board shall possess and may exercise (subject to any regulations which the members may from time to time impose) all authority connected with the management and direction of the affairs and business of the Association, in such a manner as it shall deem best for the interest of the Association in all cases in which specific directions have not been given by the members.

Section 4. Duties of the Board of Directors

The Board shall be responsible for assessing the past, present, and future position of the Association in all of its affairs including, but not limited to, finance, nomination and membership, fundraising, programs, research and development and external and internal communications and liaison and, without limiting the foregoing, for the development of policies and procedures for the efficient trusteeship and management of the Association.

Section 5. Conflict of Interest: Directors

Any Director "having an interest" in any matter before the Board other than the interest of the association, whether or not it is a conflict, whether directly or indirectly, shall, if present at the Board meeting at which the matter is being considered, declare such interest before the Board. The Director declaring such an interest shall neither participate in the deliberations nor vote on the matter. The Secretary shall record all such declarations. It is at the discretion of the Board to decide immediately by ballot whether the Director "having the interest" shall:

- a) continue to be present during the deliberations of the matter;
- b) be asked to be present only to respond to questions pertaining to factual information on the matter being discussed.

Section 6. Quorum of Board of Directors

Unless the Letters Patent, Supplementary Letters Patent or a Special Resolution otherwise provides, a majority of the Directors of the Board constitutes a quorum, but in no case shall a quorum be less than one half of the number of directors eligible to vote.

Section 7. First Directors

The persons named as First Directors in the Letters Patent creating the Association are the Directors of the Association until replaced by the same number or others duly elected or appointed in their stead. The First Directors of the Association have all the powers and duties and are subject to all the liabilities of directors.

Section 8. Qualification of Directors

Each Director shall be, at the date of, or become within ten (10) days after election, and thereafter remain throughout his term, a member of the Association who is qualified by the terms of this By-law to hold

office; be at least eighteen years of age; and not be bankrupt nor be of unsound mind as so found by a court in any jurisdiction.

Section 9. Election in Term

Subject to the provisions of the Corporations Act, Elected Directors, other than ex-officio directors, if any, shall be elected by members entitled to vote at a General Meeting duly called for that purpose or at an Annual General Meeting.

Section 10. Election of Directors

At every third (3rd) Annual General Meeting, all Elected Directors are eligible for re-election by and from among the members eligible to vote and to hold office.

Section 11. Term of Directors

Each Elected Director, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the individual resigns, fails to win re-election, or is expelled from the Association pursuant to By-law 2. In any case, a Director shall serve until a successor has been duly elected and qualified.

Section 12. Nominations

Candidates for the position of Director shall be placed on the slate of candidates for office proposed by the Nominating Committee. Any member in good standing may also nominate additional member(s) in good standing to be placed on the slate, at any time before nominations are closed at the Meeting of Members at which the election of Directors is held.

(i) Spouses or individuals sharing the same household, as well as siblings, aunts, uncles, children and cousins are not eligible to serve on the Board of OSA during the same term of office.

Section 13. Election Method

Where the number of candidates nominated is equal to the number of offices to be filled, the Returning Officer shall call a single ballot electing that number of candidates for the offices. Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

Section 14. Nomination Forms, Ballot & Returning Officer

The Board shall prescribe the form of nomination paper and the form of a ballot for the election. The Board shall also appoint a Returning Officer who shall assist in the preparation of the Election Procedures and be responsible for conducting and supervising the election at the Meeting of Members.

Section 15. Removal of Directors

(Refer Article III, Section 15, Action in writing by Members)

Subject to the Act, the members entitled to vote may, by Special Resolution passed at an Annual or General Meeting of Members, remove any director from office and may, by a majority of votes cast at the meeting, elect any person in his stead for the remainder of his term.

Section 16. Vacating Office

A Director ceases to hold office when the individual dies; is removed from office; ceases to be qualified for election as a Director; or the Association receives a written resignation, or, if a time is specified in such resignation.

Section 17. Vacancies (Refer Section 2: Duration of Service)

Subject to the Act, a quorum of the Board may fill a vacancy on the Board, except a vacancy resulting from an increase in the number of Directors, or from a failure of the members to elect the requisite number of Directors. If no quorum of Directors exists, the remaining Directors shall forthwith call a General Meeting of Members to fill the vacancies on the Board.

Section 18. Action by the Board of Directors

The powers of the Board may be exercised at a meeting at which a quorum is present, or by By-law or resolution signed during the Association's first year of existence by all the Directors. When there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

Section 19. First Meeting of a New Board of Directors

Each new Board shall hold its first meeting immediately following the Meeting of Members at which such Board was elected/appointed.

Section 20. Place of Meetings

Meetings of the Board of Directors may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings will normally be held in Ontario.

Section 21. Regular Meetings

There shall be a minimum of six meetings per year of the Board of Directors. Notwithstanding the foregoing, **other** Meetings of the Board shall be held from time to time at such time and at such place as the Board may determine. The Board shall hold a meeting within seven (7) days following the Annual General Meeting of Members for the purposes of organization and the transaction of any other business.

Section 22. Notice of Regular Meetings of the Board of Directors

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Article IV to each Director not less than one week before the time when the meeting is to be held. A meeting of the Board may be held at any time on shorter notice, and the proceedings of the meeting shall not be invalidated if all the Directors are present or if those absent have signified their consent in any manner and at any time to the holding of such meeting.

Section 23. Adjourned Meeting of the Board of Directors

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Section 24. Others Present

Board meetings are open to members in good standing to attend as observers. However, only Directors shall speak to, and vote on matters before the Board. From time to time, the Board, by resolution, may determine others who shall be entitled, in the same manner and to the same extent as a Director, to receive notice of the meeting. Such invitees and/or their delegates may attend and speak at meetings of the Board but shall not be entitled to vote. Only Directors, however, shall attend "in camera" sessions of the Board.

Section 25. Chair of the Board of Directors & Officers & Executive Committee

The Chair of the Board shall be the President of the Association. The Directors shall, from among themselves, elect the other Officers of the Association. The officers of the Association are the President, the Vice-President, the Treasurer, the Corporate Secretary, and the Registrar (of memberships). Directors at large shall normally fill the position of the Registrar. The officers of the Association constitute the Executive Committee.

Section 26. Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of votes cast on the question. In case of an equality of votes, the Chair of the meeting shall be entitled to a second or casting vote. A declaration by the Chair that a resolution has been carried, and an entry to that effect in the Minutes of the Board Meeting is conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against the resolution.

Section 27. Remuneration and Expenses

The Directors shall serve without remuneration. Directors shall be reimbursed for expenses incurred in respect of the performance of their duties. The Board must approve, in advance, each category of expense to be incurred and submitted for reimbursement by the Director.

Section 28. Responsibility for Acts

The directors shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

Section 29. Duty of Directors and Officers

Every director in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 30. Ex-Officio Directors

The immediate Past President shall be an ex-officio Director of the Board. The Board, in its discretion, may from time to time appoint ex-officio directors from within or outside the Association's membership. Ex-officio directors shall be non-voting members of the Board. The President is ex-officio of all Standing Committees.

ARTICLE V

Section 1. President

The President shall be the principal executive officer of the Association, and shall when present, preside at all Meetings of the Members and the Board. The President shall, in general, supervise and control all of the business and affairs of the association.

Section 2. Vice- President

The Vice-President shall be vested with all powers with the approval of the Board and shall perform the duties of the President in event of the President's absence or disability or refusal to act.

Section 3. Treasurer

The Directors of the Board shall elect the Treasurer from among them. The Treasurer shall have charge of the funds and securities of the Association. The individual shall receive monies paid to the Association, and deposit such monies in the Association's name in such banks or other depositories as shall be selected for the purpose; and shall cause money to be paid out as the Association may require. The Treasurer shall present up-to-date financial reports to the Board at its meetings, and the financial statements to members at the Annual General Meeting. The Treasurer shall be the Chair of the Standing Finance Committee.

Section 4. Corporate Secretary

The Corporate Secretary (the Secretary) is elected by the members as a Director. The Board elects the Secretary from among them. The individual shall be the Secretary of all meetings of the Board, the Executive Committee and Meetings of Members. The Corporate Secretary shall sign all corporate documents and contracts, along with the President, OR the Treasurer.

Section 5. Registrar of Memberships

This position, which completes the Executive Committee, shall be filled from the remaining (5) Directors. The Directors of the Board shall elect the Registrar from among them. Their duties do not prevent them from being involved in the other standing committees. The Registrar, by virtue of this office, is the Chair of the Nomination and Membership Committee.

Section 6. Protection of Directors and Officers - Responsibility for Acts

The Directors of the Board shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to, and authorized or approved by the Board.

ARTICLE VI

Section 1. The Board of Directors & Committees

The Board may, from time to time, abolish or create Committees, Standing, Advisory or otherwise. Committees may also be abolished or created by By-law approved by a two-thirds (2/3) majority of the votes cast at the next Annual General Meeting of the Members, provided that its action is not inconsistent with the provisions of the Letters Patent, By-laws, Resolutions and Other Laws.

Section 2. The Board of Directors & Consultation with Steelband Leaders

On matters which are directly related to the collective participation and involvement of Steel bands, (such as Pan Alive, and other Caribbean Summer Carnivals,) the selection of a representative Ontario Steelband and other similar activities, the Board of Directors shall call a Meeting of Steelband Leaders to discuss the matter and receive their advice. Notwithstanding, such advice will not prevent the Board from making its own decisions.

Section 3. Combined or Inactive Committees

From time to time by resolution, the Board may combine the work of two or more Standing Committees under such name as the Board shall select and may permit any Standing Committee to be inactive.

Section 4. List of Committees

There shall be five (5) Standing Committees, namely:

- a. Nomination and Membership
- b. Finance
- c. Fundraising
- d. Programs
- e. Volunteer

Section 5. Membership of Committees

Committees shall be comprised of a minimum of five (5) to a maximum of seven (7) members appointed from the general membership who are in good standing.

Section 6. Committee Chairs

The Board shall appoint from among the members in good standing, whether Directors or voting members, a separate Chair for each Standing Committee, except as provided for herein. Each Chair shall report directly to the Board at each regular Meeting of the Board and Meeting of Members, and at such other times as the Board may require. Each Chair of a Standing Committee shall prepare and submit at each Annual Meeting of the Members, and at such other times as the Board may require, a report explaining the activities, position, and progress of the Committee.

Section 7. Duties of the Nomination and Membership Committee

The Registrar shall be the Chair of the Nomination and Membership Committee. The Committee shall perform such duties as are from time to time required by the Board of Directors by By-law or otherwise; and, without limiting the foregoing, shall:

- a. solicit membership through referrals from present members;
- b. recommend to the Board an appropriate fee structure for the organization, and revise the application format as necessary;
- c. be responsible with the Treasurer, for receiving, reviewing and processing applications for new membership; obtaining and issuing membership cards to members in good standing; and updating the membership list as necessary;
- d. be responsible for the preparation of a package for new members; and deliver the same to the Secretary for distribution to the members;
- (k) prepare a slate of one or more candidates for each office that will be vacant, and for which an election is to be held at or after the Annual General Meeting; and put the slate before the membership in the notice of the meeting, or at least three (3) days before the Annual

- General Meeting. This does not preclude the Chair from taking properly constituted nominations from the floor at the time of the election;
- (l) make recommendations to the Board respecting names of persons to fill committee vacancies that occur throughout the year;
 - (m) notify the members that nominations are open, at least sixty (60) days prior to the Annual General Meeting; and shall notify the Board in writing, at least thirty (30) days prior to the Annual General Meeting, of the names of such candidates. The Secretary shall then immediately notify all members;
 - (n) at the Annual General Meeting, place the names of the candidates in nomination for election;
 - (o) at all stages of the performance of its duties, cooperate with the Board members, other Committees of the Association, Individuals, Related Associations and Societies, Governmental Agencies and Other Entities, in the manner determined by the Board from time to time, as it deems necessary; and
 - (p) prepare an annual budget for the Committee and work within whatever budget is approved in the manner set out in the By-laws.

Section 8. Duties of the Finance Committee.

This Committee shall be chaired by the Treasurer, and shall perform such duties as are, from time to time, required by the Board by By-law or otherwise; and, without limiting the foregoing, shall:

- a. assess the immediate financial position of, and engage in long term financial planning for the Association;
- b. prepare an annual operating budget for the Association;
- c. develop policies and procedures to govern the financial transaction of the Association's business;
- d. oversee all financial records and transactions of the Association, including but not limited to all banking matters, membership dues and fees;
- e. at all stages of the performance of its duties, cooperate with the Board, Members, Other Committees of the Association, Individuals, Related Associations and Societies, Governmental Agencies and Other Entities, in the manner determined by the Board from time to time, as it deems necessary;
- f. liaise with the Nomination and Membership Committee in establishing the appropriate annual membership fee for the Association;
- g. assist other Committees in the preparation of their annual budgets; and
- h. prepare for this Committee, annually or at such other times as the Board may require, and work within whatever budget is approved in the manner set out in the By-Laws.

Section 9. Duties of the Fundraising Committee

The committee shall perform such duties as are from time to time required by the Board, by By-law or otherwise; and, without limiting the foregoing, shall:

- a. develop policies, criteria and procedures with respect to soliciting funding for the Association, and submit the same to the Board;
- b. identify sources of funding for the Association;
- c. solicit funding for, and on behalf of the Association;
- d. at all stages of the performance of its duties, cooperate with the Board, Members, Other Committees of the Association, Individuals, Related Associations and Societies, Governmental Agencies and Other Entities, in the manner determined by the Board from time to time, as it deems necessary;
- e. prepare an annual budget for the Committee annually, or at such other times as the Board may require, and work within whatever budget is approved in the manner set out in the By-laws.

Section 10. Duties of the Programs Committee

The Committee shall perform such duties as are from time to time required by the Board, By-law or otherwise; and, without limiting the foregoing, shall:

- a. design, promote review, amend and otherwise foster the steelband programme of the Association;

- b. provide and promote information concerning seminars, workshops, conferences and other fora for the discussion of any, and all matters relating to the objects of the Association;
- c. promote, sponsor or engage in educational or other programmes relating to the objects of the Association;
- d. print, publish and distribute publications relating to the objects of the Association;
- e. gather and compile statistical and other information concerning the objects of the Association, and disseminate same in coordination with the Secretary;
- f. provide current listings of all conventions, expositions and other events and fora relating to the objects of the Association;
- g. prepare, distribute and promote publications, recordings, materials, events or other fora for the discussion of any, and all matters relating to the interests of the Association, its members and the members of the community served by the Association;
- h. publish and distribute an Association newsletter at such intervals as the Board establishes; present to the Board guidelines for the content of the newsletter; solicit advertising and establish rates for advertising in it;
- i. establish, maintain and operate a library or collection of books and other publications and information storage, retrieval and referral systems, services and networks relating to the objects of the Association;
- j. prepare a budget for this Committee annually or at such other times as the Board may require, and work within whatever budget is approved in the manner set out in the by-laws;
- k. produce, advise, co-ordinate or run pertinent festivals, concerts, parades, jamborees, etc.;
- l. prepare a long-term program strategy, in addition to short term goals for the Association.

Section 11 Duties of the Volunteer Committee

The Committee shall perform such duties as are from time to time required by the Board, By-Law or otherwise, and without limiting the foregoing, shall:

- a. Co-opt as many other members as may be deemed necessary by the Committee;
- b. Recruit on an on-going basis as many individuals who may volunteer for activities of the Association;
- c. Train and assign volunteers for all activities of the Association;
- d. Prepare final reports of all activities for which volunteers were assigned;
- e. Prepare a budget for this Committee annually, or at such other times as the Board may require, and work within whatever budget is approved in the manner set out in the By-laws.

Section 12. Ad Hoc Committees.

The Board may from time to time establish or abolish such Ad Hoc Committees as it may deem advisable. The existence of such Ad Hoc Committees shall be terminated automatically upon:

- a. the delivery of its report;
- b. the completing of its assigned task;
- c. a change in the membership of the Board by which it was constituted; or
- d. a resolution to that effect of the Board by which it was first constituted, whichever first occurs.

Provided however, that in the case of termination pursuant to subsection "c", the Board may by resolution continue such Ad Hoc Committee.

Section 13. Procedures of Standing and Ad Hoc Committees

Unless otherwise determined by the Board, each Standing Committee shall have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

Section 14. Limitations on Powers of Committees

Except as otherwise provided by By-laws of the Association, all Committees, other than the Executive Committee, are subject to the following:

- a. the Chair and members shall be appointed by the Board from among the members of the Association who are qualified to hold office for an initial term of three (3) years and may be reappointed for one or more additional terms of three (3) years;

- b. the Committee shall meet at least twice annually, and more frequently at the discretion of its Chair, or as required by its terms of reference, and as required by the Board;
- c. the Committee shall be responsible to, and report to the Board;
- d. the Committee may appoint sub-committees.

Section 15. Limitations on Authority of Committees

Subject to such further restrictions as may be imposed from time to time by the Board, no Committee shall have authority to:

- a. submit directly to the members, any question or matter requiring the approval of the members;
- b. approve any financial statements required to be sent to members.

Section 16. Term of Office for Committees

Each Chair and member of a Standing Committee shall continue as such until the next Annual General Meeting of the Members, or until a successor is appointed, unless the committee shall be sooner terminated; or unless such member be removed from such Committee; or unless such member shall cease to qualify as a member thereof.

Section 17. Vacancies on Committees

Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 18. Quorum of Committees

Unless otherwise provided in the resolution of the Board designating a Committee, a majority of the whole Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

Section 19. Rules of Committees

Each Committee may adopt its own rules of procedure. These must be consistent with the By-laws and the practices and policies of the Organization.

ARTICLE VII

Section 1. Contracts in Ordinary Course

Contracts in the ordinary course of the Association's operations, shall be entered into on behalf of the Association by, at least two Officers, consisting of the (Chair) President and the Secretary or Treasurer, or by a director or directors authorized by resolution of the Board.

Section 2. Deeds, Transfers, Licenses, Other Contracts, & Engagements.

Deeds, transfers, licenses, other contracts, and engagements on behalf of the Association shall be signed by, at least two Officers, consisting of the (Chair) President and the Secretary or Treasurer, or by a director or directors authorized by resolution of the Board.

Section 3. Cheques.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board, and any such officer or agent may endorse notes and drafts for collection, on account of the Association, through its bankers and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association or the same may be endorsed "for collection" or for deposit" with the bankers of the Association, by using the Association's rubber stamp for the purpose. Any such officer or agent may arrange, settle, balance, and certify all books and accounts between the Association and the Association's bankers, and may receive all paid cheques and vouchers, and sign all the bank's forms or settlement of balances and release or verification slips.

Section 4. Signature and Certification of Documents.

Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) Officers, consisting of the President, Secretary or Treasurer and/or any Director

authorized by resolution of the Board. All contract documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board shall have power from time to time by, By-law, to appoint an officer or officers on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents and instruments in writing.

Section 5. Banking Arrangements.

The Board shall designate, by resolution, the officers and or other Director(s) authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution including, unless otherwise restricted, the power to:

- a. operate the Association's accounts with the banker;
- b. make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- c. issue receipts for and orders relating to any property of the Association;
- d. execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- e. authorize any officer of the bank to do any act or thing on the Association's behalf to facilitate the banking business of the Association.

Section 6. Deposit of Securities.

The securities of the Association shall be deposited for safe keeping with one or more banks, trust companies or other financial institution to be selected by the Board. Any, and all securities so deposited, may be withdrawn from time to time only upon the written order of the Association, signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board, and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board, and shall in no event be liable for the due application of the securities so withdrawn from from deposit or the proceeds thereof.

Section 7. Books and Records.

The Board shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute are regularly and properly kept. The Treasurer shall be the custodian of the Books and Records of the Association.

Section 8. Physical Assets and Property of the Association

The Secretary shall be the custodian of all other physical assets of the Association.

ARTICLE VIII

Financial Year.

The financial year of the Association shall begin on the 1st day of September and end on the 31st day of August) in each year, or on such other date as the Board may determine by resolution approved at the Annual General Meeting.

ARTICLE IX

Section 1. Bonding

The President, Officers, or any Directors, entrusted with the handling of funds or property of the Association, shall, at the discretion of the Board, furnish, at the expense of the Association, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

Section 2. Restrictions on Directors, Officers, and Members

Members of the Association shall comply with all By-laws, Resolutions, Rules and Regulations of the Association.

Section 3. Taking Action

Members shall take no action in the name of the Association not specifically provided for by the By-laws, Resolutions, Rules, and Regulations of the Association, either individually or together with other members of the Association, without authorization of the Board for the proposed action.

Section 4. Use of the Association's Logo

Members are encouraged to use and to display the logo of the Association, but upon the termination of membership in the Association for any reason, the retiring members shall return to the Secretary any and all facsimiles of the logo of the Association, together with any cuts, electrotypes, printing mats or any other means of reproduction thereof, and shall cease to use or display the logo in any manner whatsoever. The use of the logo is intended to attain membership in the Association. It is not intended, and may not be used in any sense as a trade mark for the member, or as a guarantee or an identification of the members' products, and may not be used in conjunction with, or in any design combination with any trade mark, nor stamped nor imprinted on any article of commerce not authorised by the Association.

Section 5. Appointment and Remuneration (Auditors)

The members shall at each Annual General Meeting, appoint an Auditor (or Auditors) to audit the accounts of the Association, such Auditor to hold office until the next Annual General Meeting. Notice of the appointment of an auditor shall be given in writing to him forthwith after the appointment is made. The remuneration of Auditors, if any, shall be recommended by the Board of Directors and approved by the members.

Section 6. Entitlement to Notice

The Auditor is entitled to attend any Meeting of Members of the Association, and to receive all notices and other communications relating to any such meeting that members are entitled to receive, and to be heard at any such meeting that he attends on any part of the business of the meeting that concerns him as Auditor.

Section 7. Right of Access

The Auditor has right of access, at all times, to all records, documents, books, accounts and vouchers of the Association, and is entitled to require from the Directors and Officers of the Association such information and explanations as in his opinion are necessary to enable him to report as required by law.

Section 8. Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Regulations there-under, the Letters Patent, the By-laws or otherwise to a member, Director, or auditor shall be sufficiently given, if delivered personally to the person to whom it is to be given, or if mailed to him at his recorded address by prepaid mail; or sent to an electronic-mail address provided by the intended recipient for that purpose. A notice so delivered, shall be deemed to have been given when it is delivered personally or by electronic mail, and a notice so mailed shall be deemed to have been given on the day it is deposited or postmarked. The Secretary may change or cause to be changed the recorded address of any member, Director, Auditor or Member of a Committee of the Board in the records of the Association.

Section 9. Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be included, and the day of the meeting or other event shall be excluded.

Section 10. Undelivered Notices

If any notice given to a member pursuant to the By-laws is returned on two consecutive occasions because the individual cannot be found, the Association shall not be required to give any further notices to such member until the individual informs the Association in writing of the new address.

Section 11. Omissions and Errors.

The accidental omission to give any notice to any member, Director, or Auditor, or the non-receipt of any notice by any such person, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice.

Section 12. Waiver of Notice

Any member or other person entitled to attend a Meeting of Members, Directors, or Auditor may at any time waive any notice, or waive or abridge the time for any notice required to be given to him under the Act, the Regulations there-under, the Letters Patent, the By-laws or otherwise; and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a Meeting of Members, or of the Board, or a Committee of the Board which may be given verbally.

ARTICLE X

Section 1. Enacting, Repealing, Amending the By-laws

By-laws of the Association may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board and, subsequently approved by a vote of at least two thirds (2/3) of the members attending at a Meeting of Members duly called for the purpose of considering the said By-law.

Section 2. Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with the Letters Patent, this By-law, the By-Laws of the Association or with any applicable statute or laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting of the Members of the Association; when they shall be confirmed; or in default of confirmation at such Annual General Meeting of members shall, at and from that time, cease to have force and effect.

Section 3. Parliamentary Rules

Parliamentary rules shall be the governing law of the Association in all cases not provided for in its By-laws.

Section 4. Written Minutes

Written minutes shall be kept of all Meetings of the Members, the Board, and any Committee of the Association. The Secretary shall be the custodian of the written minutes of all meetings of the Board, Committees, and Members.

DISSOLUTION

The Association shall continue until such time as it shall be dissolved by a three-quarters (3/4) vote of the members in good standing, at a meeting called for that purpose on thirty (30) days written notice. In the event of dissolution, the assets of the Association, after payment of all the indebtedness of the Association, shall not be distributed amongst members, but shall be distributed to a charity or charities with similar objects.

EFFECTIVE DATE

This amended By-laws shall come into force without further formality upon its enactment in accordance with the Act.

ENACTED the 28 day of October 2018.

WITNESS the Seal of the Association.

The foregoing By-law is hereby consented to by all of the Directors of the Association pursuant to Section 298 of the Corporations Act, as is evidenced by the respective signatures hereto of all of the Directors.

DATED the 28 day of October 2018.