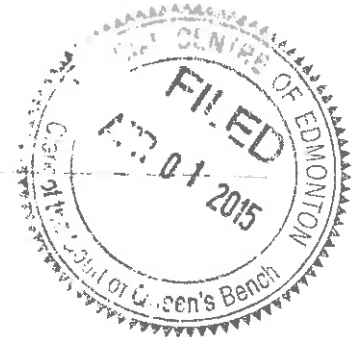


COURT FILE NUMBER 1503-03309
COURT COURT OF QUEEN'S BENCH OF ALBERTA
JUDICIAL CENTRE EDMONTON
APPLICANT(S) CLAUDE COLGAN, ERICKA CLARKE,
DARLENE MACKENZIE, KURT LUCHIA and
STEPHEN BUDDO
RESPONDENT(S) CANADA'S NATIONAL FIREARMS
ASSOCIATION and SHELDON CLARE
DOCUMENT AFFIDAVIT

Clerk's Stamp



ADDRESS FOR SERVICE AND CONTACT INFORMATION OF PARTY FILING THIS DOCUMENT Dale Knisely
Knisely Nagase Anderson LLP
830-10020 101A Ave NW
Edmonton AB T5J 3G2
Phone: (780) 451-4232
Fax: (780) 425-1289

AFFIDAVIT OF ERICKA CLARKE

Sworn on March 30, 2015

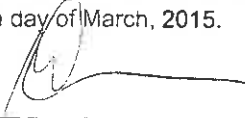
I, Ericka Clarke, a legal assistant, of Edmonton, Alberta, MAKE OATH AND SAY AS FOLLOWS:

1. I am a voting member and director of the Respondent Canada's National Firearms Association (hereinafter the "Association") and as such I have personal knowledge of the matters hereinafter deposed to except where my knowledge is stated to be based on information and belief. I make this my Affidavit in support of the Amended Originating Application filed on behalf of me and four other voting members and directors of the Association, supplemental to the Affidavit I made and filed in this court action on March 6, 2015 (the "Original Affidavit").
2. I have received an unfiled copy of the Affidavit of Sheldon Clare sworn March 19, 2015 (the "Clare Affidavit").
3. My response to paragraph 7 of the Clare Affidavit is as follows:
 - a. By the time I made the Original Affidavit on March 6, 2015, I had not received any of the official records I had requested and was entitled by law to inspect and receive copies of;
 - b. The letter being Exhibit "A" to the Clare Affidavit and copies of the documents referred to therein was received by my lawyer of record in this action on March 12, 2015;
 - c. I did not request the NFA Club Membership Count and NFA Individual Membership Count documents;
 - d. I do not have direct evidence about why those two documents were provided, however I suspect that they are being provided in response to my request for the Association's register of members, and that this is a deliberate scheme on the part of Ms. Fournier to delay my inspection and receipt of a copy of the true register of members;

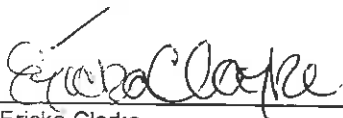
4. I believe that the Clare Affidavit contains frivolous, irrelevant or improper information on the following basis:
 - a. Paragraphs 2 and 8-12, and Exhibit "B" through Exhibit "E" refer to a meeting (which I regard as a valid, proper and binding meeting of the directors of the Association, and not a sham as he describes) and follow-up activity that is not relevant to the facts asserted or relief sought in the Originating Application;
 - b. Paragraphs 15-23 and Exhibit "F" through Exhibit "H" refer to Mr. Clare's version of his history with the Association, which is not relevant to the facts asserted or relief sought in the Originating Application;
 - c. Paragraphs 24-28 refer to the purported termination of an employee, which is not relevant to the facts asserted or relief sought in the Originating Application;
 - d. The parts of the Affidavit that are relevant to the facts asserted or relief sought in the Originating Application confirm that the Originating Application was entirely proper and necessary, and further, Mr. Clare's sworn evidence establishes the following:
 - i. Mr. Clare admits that the Association failed to facilitate my inspection of any of the official corporate records on March 2, 2015;
 - ii. Mr. Clare admits that he impetuously sent false messages that the Applicant Darlene MacKenzie and I ceased to be directors; and
 - iii. Mr. Clare admits that the Association is deficient in its corporate records, in particular the lack of audited financial statements.
5. Subsequent to my Original Affidavit and the Clare Affidavit, on March 25, 2015 I attended the Association's registered office to inspect and take a copy of the Association's register of members.
6. When a list of members was shown to me on a computer screen, it did not appear to contain dates on which members became or ceased to be members, and therefore did not appear to comply with section 2(3) of the *Canada Not-for-profit Corporations Regulations*.
7. Hereunto attached and marked as **Exhibit "A"** to this my Affidavit is a copy of the letter of Sheldon Clare to Corporations Canada dated July 29, 2013 indicating that the Association had made changes to its by-laws (the "By-law Amendments"), which was provided by the Association's counsel.
8. I was a voting member of the Association throughout July, 2013 (though not a director of the Association), and I am not aware of any steps that were taken by the members of the Association to sanction, approve or otherwise give effect to the By-law Amendments.
9. In particular, I did not receive as a voting member a notice of the By-law Amendments or any opportunity to vote, either in person, electronically, or by mail, on the By-law Amendments.
10. In the course of my efforts to inspect and obtain copies of the corporate records described in my Original Affidavit and this Affidavit, I have not received any records that the directors of the Association resolved to enact the By-law Amendments or propose to the members that they sanction the By-law Amendments.
11. Hereunto attached and marked as **Exhibit "B"** to this my Affidavit is a copy of the by-laws of the Association as they read prior to the supposed amendments of July 29, 2013 (the "2009 by-laws"), provided by the Association's counsel.
12. As a current director of the Association, to my knowledge there was no meeting of the board of directors of the Association at which the By-law Amendments were considered by the directors.
13. As a current director of the Association, to my knowledge there was no meeting of the board of directors of the Association at which the By-law Amendments was enacted by a majority of the directors.

14. As a current director of the Association, to my knowledge there was no meeting of the members of the Association called for the purpose of considering the By-law Amendments.
15. As a current director of the Association, to my knowledge at no time did the members of the Association sanction the By-law Amendments by an affirmative vote of at least two-thirds of the members.
16. I am concerned about the By-law Amendments being improperly enacted because they potentially have the effect of dramatically increase the powers of the president of the Association to act without approval from or knowledge of the directors. Under the 2009 by-laws, the president explicitly has no managerial authority over the Association.
17. The By-law Amendments remove the prohibition on the president having managerial authority and grant the president the additional title of chief executive officer.

SWORN BEFORE ME at Edmonton, Alberta, this)
 30th day of March, 2015.)



 Commissioner of Oaths)



 Ericka Clarke)

MARTIN S. STOYANOV
Barrister & Solicitor)



Canada's National Firearms Association

P.O. Box 49090 Edmonton, Alberta T6E 6H4
Phone: (780) 439-1394 Toll Free: 1-877-818-0393 Fax: (780) 439-4091 www.nfa.ca

July 29, 2013

Corporate Number: 170198-3

To: Corporations Canada, Industry Canada
9th Floor, Jean Edmonds Towers South
365 Laurier Avenue West
Ottawa, Ontario K1A 0C8

This is Exhibit "A" to the Affidavit of Ericka Clarke sworn before me this 30th day of March, 2015.

Commissioner of Oaths
MARTIN S. STOYANOV
Barrister & Solicitor

Canada's National Firearms Association, Corporation # 170198-3 has made certain changes to its general by-laws, specifically:

Previous By-law:

MEMBERS' MEETINGS

8. The annual or any other general meeting of the members shall be held within 30 days after the end of the association's fiscal year, in the city where the head office of the association is situated or other location in Canada as prescribed by the board of directors.

New By-law:

MEMBERS' MEETINGS

8. The annual or any other general meeting of the members shall be held no later than June 1 of the fiscal year, in the city where the head office of the association is situated or other location in Canada as prescribed by the board of directors.

Previous By-law:

OFFICERS

29. The officers of the association shall be president, executive vice-president, secretary and treasurer and any such other officers as the board of directors may determine. With the exception of the president, officers need not be directors. Except for the president, all officers and staff members report to the executive vice-president, who reports to the board.

New By-law:

OFFICERS

29. The officers of the association shall be president, executive vice-president, executive vice-president communications, secretary, treasurer, and any such other officers as the board of directors may determine. With the exception of the president, officers need not be directors. All executive officers report to the president, who reports to the board of directors. Administrative staff members report to the General Manager, who in turn reports to the president.

In defence of freedom

Previous By-law:

DUTIES OF OFFICERS

32. The president is the association's official spokesperson; he or she is the director elected by the directors to chair the board of directors and the executive committee. Other than supervising the executive vice president on behalf of the board of directors, he or she has no managerial authority or responsibility. He or she is deemed to be an ex-officio member of all committees, and may attend committee meetings as he deems appropriate. He or she is responsible for the orderly conduct of member and director meetings.

New By-law:

DUTIES OF OFFICERS

32. The president is the association's official spokesperson and chief executive officer; he or she is the director elected by the directors to chair the board of directors and the executive committee. The president is responsible for supervising the executive officers, including all vice presidents, the treasurer and the organization's general manager on behalf of the board of directors. He or she is deemed to be an ex-officio member of all committees, and may attend committee meetings as he deems appropriate. He or she is responsible for the orderly conduct of member and director meetings.

Previous By-law:

DUTIES OF OFFICERS

33. The executive vice-president is the association's chief operating and managerial officer. He or she is responsible for supervising all staff and all executive officers except for the president. He or she shall also perform such other duties as may from time to time be directed by the board of directors. He or she is deemed to be an ex-officio member of all committees and may attend committee meetings as he deems appropriate.

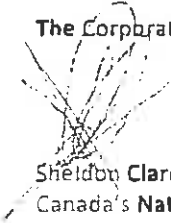
New By-law:

DUTIES OF OFFICERS

33. The executive vice-president is primarily a salaried organizer and lobbyist who reports to the president and is responsive to the members of the board of directors. In addition, he or she is responsible for the organization and conduct of the NFA's business operations. He or she shall also perform such other duties as may from time to time be directed by the president on behalf of the board of directors. He or she is deemed to be an ex-officio member of all committees and may attend committee meetings as appropriate. The executive vice-president communications is a director elected by the board of directors to assist and be responsible to the president and to serve as an additional spokesperson as needed.

The amendment(s) was sanctioned by the members of the Corporation in accordance with the existing by-laws on July 31, 2013.

The Corporation requests Ministerial approval of the above changes, effective August 1, 2013.


Sheldon Clare, President
Canada's National Firearms Association

In defence of freedom

Canada's National Firearms Association Proposed Bylaws

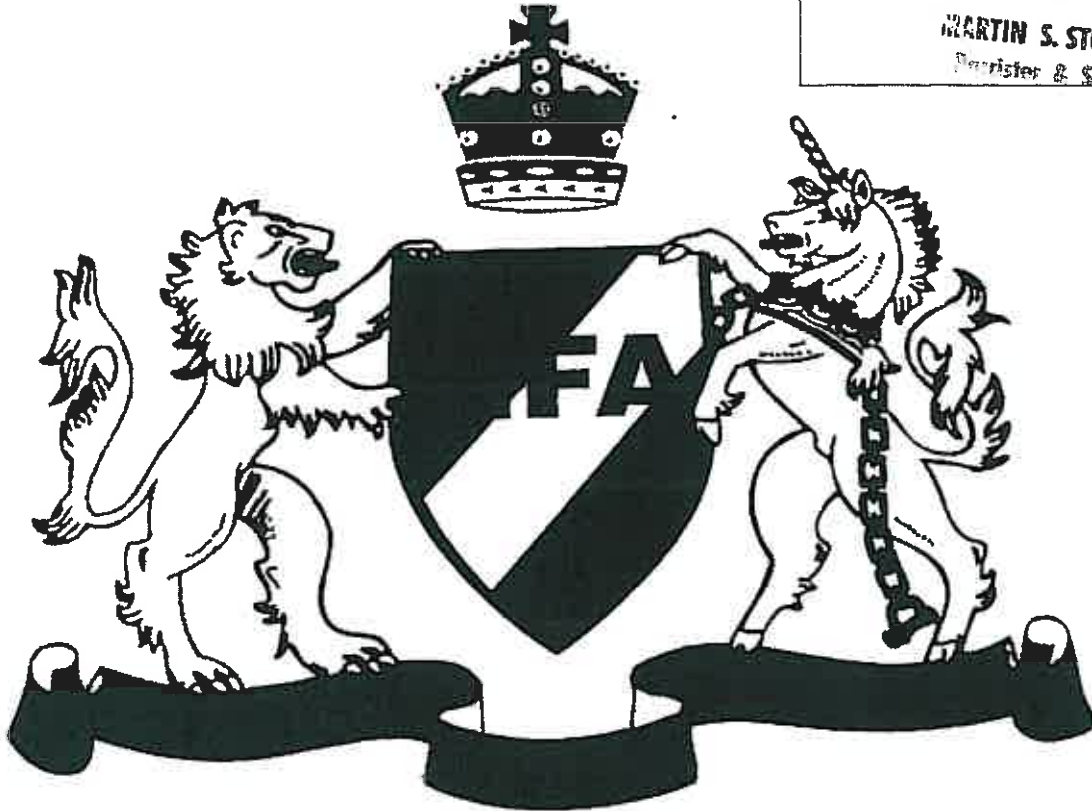
This is Exhibit "B" to the Affidavit of Ericka Clarke sworn before me this 30th day of March, 2015.



Commissioner of Oaths

MARTIN S. STOYANOV

Notariser & Solicitor



It's for you, our membership to decide.

DRAFT BYLAWS OF
Canada's National Firearms Association
formerly known as

The National Phoenix 1984 Firearms Information and Communication Association (NFA)

ASSOCIATION SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the association.

HEAD OFFICE

2. Until changed by the board of directors in accordance with these bylaws, the Head Office of the association shall be in the City of Edmonton, in the Province of Alberta.

CONDITIONS OF MEMBERSHIP and ASSOCIATION OBJECTS

3. Membership in the association shall be limited to persons who agree to further the objects of the association and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the association. A voting member is an individual person who is both at least 18 years of age in the year of the election, and pays the membership fees prescribed by the board of directors for a voting member. The board of directors may establish other classes of membership and may prescribe dues, voting rights, benefits and restrictions for those classes.
4. Canada's National Firearms Association exists to promote, support and protect all safe firearms activities, including the right of self defence; firearms education for all Canadians; freedom and justice for Canada's firearms community, and further to advocate for legislative change to protect the right to own and use firearms.
5. There shall be no membership fees or dues other than those prescribed by the board of directors.
6. Any member may withdraw from the association by delivering to the association a written resignation and lodging a copy of the same with the secretary of the association.
7. Any member may be required to resign by a vote of two-thirds (2/3) of the directors voting on the matter at a director's meeting. Any member required to resign may file a notice of appeal with the secretary requesting to be re-instated. Allowing an appeal for reinstatement shall be by a 2/3 vote of the membership to be held at the subsequent annual general meeting. The vote of the membership on the matter shall not be subject to further appeal.

MEMBERS' MEETINGS

8. The annual or any other general meeting of the members shall be held within 30 days after the end of the association's fiscal year, in the city where the head office of the association is situated or other location in Canada as prescribed by the board of directors.
9. At every annual meeting, in addition to any other business that may be transacted, the reports of the executive committee, directors, standing committees, the financial statement, and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors shall have power to call, at any time, a general meeting of the members of the association. The board of directors shall call a special general meeting of members at the written request of members carrying not less than 5% of the voting rights. No less than 25 members present in person at a meeting will constitute a quorum.
10. Fourteen (14) days' written or electronic notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy.
11. Each voting member present at a meeting shall have the right to exercise one vote on issues before the meeting. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the association. No person may hold more than one proxy.

12. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by these by-laws. Changes to these bylaws shall require a 2/3 majority vote of those members voting at an annual general meeting.
13. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the electronic and physical address of the member, director or officer shall be his or her last address recorded on the books of the association.
14. Robert's Rules of Order shall govern proceedings of the association. Where there is a conflict with Robert's Rules and these bylaws, these bylaws shall have precedence.

BOARD OF DIRECTORS

15. The property and business of the association shall be managed by a board of directors elected from the following electoral regions as described below:

Electoral Area.....	Directors to Elect
..... Alberta-Northwest Territories & Out-of-Canada	2
..... British Columbia-Yukon	2
..... Manitoba-Nunavut	1
..... Newfoundland-Labrador-Maritimes	1
..... Ontario	2
..... Quebec	2
..... Saskatchewan	1

- a. Each of the above would form one electoral area when electing its director(s). Out-of-Canada members will vote as part of the Alberta membership. The combinations above shall apply until such time as those specific provinces and territories develop sufficient membership to form separate electoral areas.
- b. Each electoral area containing at least 5 percent (5%) of the voting members of the association on September 1 of an election year is entitled to elect one, but only one director. Each electoral area containing at least 10 percent (10%) of the voting members of the association on September 1 of an election year is entitled to elect two, but only two directors. A voting member may vote only for candidate(s) in the electoral area in which he or she resides.
- c. A province, territory or out-of-Canada grouping may form an electoral area when dividing the electoral area it is part of will mean that both of that province, territory or grouping and the remaining province(s) and/or territory or grouping each have at least 5 percent (5%) of the voting membership of the association. Provinces and territories not having sufficient numbers to form an electoral area will be combined with an adjacent province or territory as determined by the board of Directors.

Directors must be individuals, 18 years of age or older at the time of the election, with power under Canadian law to sign contracts.

16. Directors shall be elected by surface mail, electronic mail, or secure call-in telephone ballot of voting members for a term of two years, except as noted below:
 - a. An electoral area with 2 directors shall elect one each year, except in the first year in which these bylaws come into effect at which time all directors will be elected. The director, from an area with 2 directors, having the second highest number of votes will serve a one year term and that directorship will be up for election for a two-year term in the subsequent election. In the event of a tie, the matter will be determined by a draw. The directors for Saskatchewan and Manitoba-Nunavut will likewise be first elected as a one year term so that about half of the board of directors is subject to election each year.
 - b. A candidate for an office of director must reside, when nominated, in the electoral region to be represented by that director and must be nominated by two voting members, who must also reside in that electoral region. Each nomination shall be delivered to the secretary of the association by October 1 of the election year. The secretary shall provide to each voting member by November 1 of the election year a ballot listing the names of the candidates for his or her electoral region. It shall be a single, transferable, preferential ballot. Voting members shall return their ballots

by December 1 of the election year to the accounting firm designated by the board of directors to count the ballots. Each candidate or his or her designated scrutineer may observe the counting of the ballots. The ballots shall be counted on the first business day after December 1, and the directors so elected shall take office forthwith.

17. If the office of a director is vacated after April 1 of an election year, the board of directors may, by majority vote, appoint a voting member residing in the same electoral region to complete the term of the vacated directorship. If the office of a director is vacated before April 1 of an election year, the secretary shall forthwith notify the voting members of that electoral region by surface mail and electronic mail where possible and include with that notification an invitation for nominations for candidates to complete the term of the vacated directorship. At least one month must be allowed for nominators to deliver nominations to the secretary. The election shall then be conducted as prescribed by bylaw 16, though not necessarily on the same dates, though with the same intervals.
18. The office of director shall be considered vacated if a director has resigned his or her office by delivering a written resignation to the secretary of the association; if he or she fails to maintain the ethical standards expected of officers and directors, if he or she is absent from three consecutive meetings without justification, if he or she ceases to be a member, or on his or her death.
19. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable accountable expenses incurred by him or her in the performance of his or her duties, and including attendance at general meetings. A director may serve as an officer, without salary, but must resign from his or her directorship in order to receive a salary. Notwithstanding the preceding stipulations in this section, the director elected as President may receive a stipend and still retain all rights as a director.
20. A retiring director shall remain in office until his or her successor is elected.

POWERS OF DIRECTORS

21. The board of directors of the association shall administer the affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the association is by its charter or otherwise authorized to exercise and do.
22. The board of directors shall have power to authorize expenditures on behalf of the association from time to time and may delegate by resolution to an officer or officers of the association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the association in accordance with such terms as the board of directors may prescribe.
23. The board of directors shall take such steps as its members may deem requisite to enable the association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the association.
24. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment. An individual director or executive officer may appoint field officers to serve the purposes of the association, including organizing and recruiting members as well as acting as a liaison for local clubs, within his or her electoral area or province. The board of directors shall prescribe general duties, responsibilities and training for field officers. Field officers are to be under the operational supervision of the executive vice president, but shall be responsive to the area director.
25. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until such resolution shall be confirmed at the next annual general meeting, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members. It shall be a term of the contract of employment of every employee of the association that the contract may be terminated on no more than one month's notice by the association.

DIRECTORS' MEETINGS

26. Meetings of the board of directors may be held at any time and place to be determined by the Executive Committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. While directors may meet by electronic means, at least one meeting per year shall be conducted in person, normally at the time of the

annual general meeting. Directors and officers not able to attend in person may attend and vote by conference call or by other electronic means. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors 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 and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

27. A majority of directors in office, but no less than four directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the association.

INDEMNITIES TO DIRECTORS AND OTHERS

28. Every director or officer of the association or other person who has undertaken or is about to undertake any liability on behalf of the association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the association, from and against:
- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her 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 or expenses as are occasioned by his or her own wilful neglect or default.

OFFICERS

29. The officers of the association shall be president, executive vice-president, secretary and treasurer and any such other officers as the board of directors may determine. With the exception of the president, officers need not be directors. Except for the president, all officers and staff members report to the executive vice-president, who reports to the board.
30. All officers are chosen by majority vote of the board of directors and serve for a two-year renewable term. The term of the director serving as president is that determined by his or her term as a director and the majority support of the board of directors.
31. The officers of the association shall hold office from the date of appointment until their successors are appointed in their stead. An officer may be removed for cause outside of the normal two year term by a resolution requiring a 2/3 majority vote of the board of directors.

DUTIES OF OFFICERS

32. The president is the association's official spokesperson; he or she is the director elected by the directors to chair the board of directors and the executive committee. Other than supervising the executive vice president on behalf of the board of directors, he or she has no managerial authority or responsibility. He or she is deemed to be an ex-officio member of all committees, and may attend committee meetings as he deems appropriate. He or she is responsible for the orderly conduct of member and director meetings.
33. The executive vice-president is the association's chief operating and managerial officer. He or she is responsible for supervising all staff and all executive officers except for the president. He or she shall also perform such other duties as may from time to time be directed by the board of directors. He or she is deemed to be an ex-officio member of all committees and may attend committee meetings as he deems appropriate.
34. The treasurer shall have the custody of the funds and securities of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association in the books belonging to the association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall disburse the funds of the association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the executive vice-president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the association. He or she shall be responsible for the preparation of an annual budget for

submission to the board of directors. He or she shall also perform such other duties as may from time to time be directed by the board of directors.

35. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the association generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the association, which he or she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
36. The duties of all other officers of the association shall be such as the terms of their engagement call for or the board of directors requires of them. All officers are required to be members in good standing of Canada's National Firearms Association.

COMMITTEES

37. The executive committee shall annually appoint the following standing committees whose members will hold their offices at the will of the board of directors. Members of these committees must be voting members but they are not required to be directors. A director shall be elected by the board of directors as the representative to each standing committee and as such will be a full member of that committee. Standing committees shall elect their own chairs.
- Member Services – This committee shall support and make recommendations regarding recruitment and retention of members and communication with members.
 - Policy and Legal Affairs – This committee shall support the interests of firearms owners and make recommendations regarding legislation affecting firearms use and ownership. It may also make recommendations regarding support of court proceedings and promoting freedom and justice for firearm owners.
 - Firearms Education and Training – This committee shall develop and recommend to the board and membership as appropriate support of new and existing training programs regarding shooting, operation of ranges, self defence and other lawful firearms uses, including recommendations regarding sponsorship of competitive shooters and allocation of scholarships and bursaries promoting the objects of the association.
 - Finance and Budget – This committee shall assist the treasurer in the annual preparation of the budget and will make spending recommendations to the board of directors.
 - Marketing and Public Relations – This committee shall oversee the design and consistency of all association publications, media releases, web site, and any video materials. It shall oversee promotional programmes, liaise with related committees and report on these matters to the board of directors.
38. The board of directors may appoint other committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

EXECUTIVE COMMITTEE

39. There shall be an executive committee composed of the officers and directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member director may be removed from that committee by a majority vote of the board of directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable accountable expenses incurred in the exercise of their duties.
40. Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail (either e-mail or post) shall be sent at least 14 days prior to the meeting. No less than 3 members of such committee shall constitute a quorum, provided that at least one of the members is an elected member. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the association shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

EXECUTION OF DOCUMENTS

41. Contracts, documents or any instruments in writing requiring the signature of the association, shall be signed by any two officers at the direction of the board of directors, and all contracts, documents and instruments in writing so signed shall be binding upon the association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the association to sign specific contracts, documents and instruments in writing. The directors may give the association's power of attorney to any registered dealer in securities for the purposes 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.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

42. The minutes of the board of directors or the minutes of the executive committee shall be available for delivery by e-mail to any voting member of the association who requests them.

FINANCIAL YEAR

43. Unless otherwise ordered by the board of directors, the fiscal year end of the association shall be December 31.

AMENDMENT OF BY-LAWS

44. The by-laws of the association not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

AUDITORS

45. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

46. The directors shall see that all necessary books and records of the association required by the by-laws of the association or by any applicable statute or law are regularly and properly kept. The financial records of the organization will be available in the national office for members to view on providing reasonable notice and by appointment.

RULES AND REGULATIONS

47. The board of directors may prescribe such rules and regulations not inconsistent with these by-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 meeting of the members of the association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

INTERPRETATION

48. In these by-laws and in all other by-laws of the association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and associations. Persons who are firms and associations, though they may be voting members, may not hold office. If any dispute should arise as to the meaning of any translation of these bylaws, the wording in the English version is deemed to be the basis for interpretation.

END.