

GENERAL BY-LAWS OF THE OTTAWA FLYING CLUB

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GENERAL BY-LAWS OF THE OTTAWA FLYING CLUB

1. DEFINITIONS

For the purpose of this By-Law:

- a. "Corporation" shall mean the Ottawa Flying Club;
- b. "Board" shall mean the Board of Directors of the Ottawa Flying Club;
- c. "Member" shall mean a Member of the Ottawa Flying Club; and
- d. any reference to the male gender shall be deemed to include the female gender.

2. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Ottawa and Province of Ontario, or such other place as the Board may from time to time determine.

3. SEAL

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

4. BOARD OF DIRECTORS

a. Number of Directors and Quorum for Board Meetings

The Affairs of the Corporation shall be managed by a Board consisting of nine Directors, a majority of whom shall constitute a quorum for the transaction of business at any meeting of the Board.

b. Qualification of Directors

The qualification of a Director shall be that he is a voting Member in good standing in the Corporation at the time of his election or appointment and for the period one year immediately prior thereto and throughout his term of office.

In the alternative, should the Board determine that a Member has special qualifications that would be of benefit to the Club were he to become a Director, the Board may, upon a majority vote of the Board Members, waive the requirement that the person have been a voting Member in good standing for one year prior to his appointment, provided that the Member is a voting Member in good standing as at the time of his appointment. Such determination must be ratified by the Members at next annual meeting of voting Members.

c. Powers of Directors

The Board shall have full power and authority to manage and control the affairs and business of the Corporation.

d. Election of Directors

- 1) At least twenty-five clear days prior to the annual meeting of voting Members, the Board shall appoint a nominating committee consisting of not less than three persons who shall nominate the required number of persons for election to the office of Director at the next ensuing annual meeting of voting Members.
- 2) The names of the persons nominated by the nominating committee shall be delivered to the Secretary at least fifteen clear days before the annual meeting of voting Members and shall be inscribed in the notice calling the annual meeting of voting Members at which the Board is to be elected. After the giving of such notice, nominations shall then be open to the voting Members. Such nominations shall be in writing, shall be signed by two voting Members and

shall be delivered to the Secretary at least four clear days before the annual meeting of voting Members with a signed statement by each nominee that he is willing to act if elected, after which date nominations shall be closed.

- 3) Directors of the Corporation shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office until the third annual meeting after his election or until his successor in office has otherwise been duly elected or appointed.
- 4) The retiring Directors shall retain office until the dissolution of the meeting at which their successors are elected.

e. **Vacancies on the Board**

- 1) The office of Director shall ipso facto be vacated:
 - i. upon the death of the Director,
 - ii. if he becomes bankrupt or suspends payment of his debts or compounds with his creditors or makes an authorized assignment or is declared insolvent,
 - iii. if he is found to be mentally incompetent or becomes of unsound mind,
 - iv. if he ceases to be a voting Member in good standing in the Corporation,
 - v. if by notice in writing delivered to the Corporation he resigns his office of Director,
 - vi. upon resolution passed by at least two thirds of the votes cast at a special meeting of voting Members of which notice specifying the intention to pass such resolution has been given, and
 - vii. if a Director fails to attend three consecutive regular meetings of the Board, unless such failure results from circumstances beyond his control.
- 2) Vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by appointment by the remaining Directors from among the qualified Members of the Corporation if they shall see fit to do so, otherwise vacancies shall be filled at the next ensuing annual meeting of voting Members. In the event that there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of voting Members to fill the vacancies. A Director appointed in accordance with these provisions shall hold office until the next annual meeting of voting Members, or until his successor in office has been duly elected or appointed as the case may be.

f. **Meetings of the Board**

- 1) Meetings of the Board shall be held at the Head Office of the Corporation or elsewhere as the Directors may determine.
- 2) Meetings of the Board may be held at any time and place providing all the Directors are present or those absent have signified their consent in writing to the meeting being held in their absence.
- 3) Meetings of the Board shall be called by the President or a Vice-President or any two Directors, and the Secretary shall give notice of each meeting to each Director, specifying the time and place thereof.
- 4) Notice of each meeting of the Board shall be given to each Director not less than two days (exclusive of the day on which the notice is given but inclusive of the day for which notice is given) before the meeting is to take place. Notice of any meeting of the Board or irregularity in the notice thereof may be waived by any Director.
- 5) The President may invite an observer to attend a meeting or to report on any matter of interest to the Board. An observer may not vote on any matter.

g. **Voting at Board Meetings**

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All decisions of the Board shall be final and conclusive and shall be binding on the Corporation and on all persons concerned.

h. **Past President Ex Officio Member of Board**

Upon every election of a President of the Corporation and so long as he shall hold such office, the immediate past President of the Corporation shall be ex officio a Member of the Board of Directors entitled to all privileges of a Director except that he shall have no vote.

i. **Remuneration of Directors**

No remuneration shall be paid to any Director for acting as such, other than the actual expenses incurred by him in attending to the affairs of the Corporation and such expenses shall be paid only upon the approval of the Board.

j. **Indemnity of Directors and Officers**

The Directors, Secretary and other officers and each of them and each of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators shall or may incur or sustain by, or by reason of, any act done, concurred in or omitted in or about the execution of their duties in their respective offices except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively.

5. **OFFICERS**

a. **Executive Officers**

The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board may from time to time determine.

b. **Election and Appointment of Officers**

- 1) The Board at its first meeting following the election of the Board shall:
 - i. elect from among the Directors a President and a Vice-President, and
 - ii. elect or appoint a Secretary and a Treasurer.
- 2) The Board may appoint a Manager, Chief Flying Instructor, Chief Engineer, and such other officers, employees and agents as it shall deem necessary who shall have such authority, shall perform such duties, and receive such remuneration as the Board shall from time to time prescribe. Person(s) so appointed may, but need not be, a Director or Member and any person so appointed may hold more than one office.

c. **Duties of the President and the Vice-President**

The President shall be responsible for the proper conduct of business of the Corporation and shall preside at all meetings of the Members and of the Board and shall be, ex officio, a Member of all committees. During the absence or inability of the President, the Vice-President shall exercise the authority and perform the duties of the President and during the absence or inability of the President and the Vice-President, the Board shall appoint a Director to exercise the authority and perform the duties of the President. The Vice-President shall also perform such duties and exercise such powers as the President may delegate from time to time and as may be prescribed by the Board.

d. **Duties of the Secretary**

The Secretary shall be ex officio clerk of the Board. He shall attend all meetings of the Members and of the Board and record all minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to Members and to Directors. He shall be the custodian of the seal of the Corporation, contracts and other documents belonging to the Corporation which he shall deliver up only when authorised by the Board. He shall conduct the correspondence of the Corporation and he shall perform such other duties as may from time to time be determined by the Board. He shall keep a set of books and records wherein shall be recorded:

- 1) A copy of the Letters Patent and of any supplementary Letters Patent issued to the Corporation and of any memoranda of agreement and of all by-laws of the Corporation;
- 2) The names, alphabetically arranged in their respective classes of all persons who are or have been Members of the of the Corporation and the postal address and calling of every such person while a Member;
- 3) The names of all persons who are or have been Directors of the Corporation and the postal address and calling of every such person while a Director, with the several dates at which each person became or ceased to be a Director; and
- 4) Minutes of all proceedings at meetings of the Members and of the Board.

e. **Duties of the Treasurer**

The Treasurer shall keep full and accurate accounts of all the receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such bank as may from time to time be designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him an account of all his transactions as Treasurer and of the financial position of the Corporation and shall submit his accounts to the Corporation's accountant or auditor and shall forthwith after the conclusion of each fiscal year furnish a certified and detailed statement of his accounts for such year and at such other times as the Board may require.

f. **Duties of Other Officers**

The Board shall determine the duties and responsibilities of other officers as appointed from time to time and shall convey such duties and responsibilities to such officers in writing.

6. CHIEF EXECUTIVE OFFICER

The Board of Directors may appoint a Chief Executive Officer (CEO) who will be responsible for interpreting, planning and implementing Board strategic direction and providing oversight and direction to senior management. The CEO will report to the President but will be responsible to the Board. When a CEO is appointed, the CEO will be named the Club's Accountable Executive under Canadian Aviation Regulation 106, and shall:

- a. be responsible for operations and activities authorized under all certificates held by the Club (including the flight training unit certificate issued under CARs 406.11 and any other certificate(s) the Club may acquire);
- b. be accountable for meeting the requirements of all applicable CARS;
- c. have final authority for all operations and activities conducted under those certificates;
- d. have control of the financial and human resources necessary for the conduct of all activities and operations authorized under the certificate(s); and
- e. have final authority for all safety issues.

When such an appointment has been made, the Secretary shall cause the Minister to be notified of the name of the person so appointed and ensure that the Accountable Executive submits a signed statement that he or she accepts the responsibilities of the position of Accountable Executive to the Minister within 30 days of the effective date of the appointment.

7. MEMBERS

A person desiring to become a Member shall pay such fees and make application in such form as may from time to time be required by the Corporation under one of the following classes (except only Honorary and Honorary Life Members) and shall become a Member according to such class upon acceptance by the Board of Directors.

a. **Classification of Membership**

There shall be eight classes of Members, namely:

- 1) Honourary Life Members
- 2) Honourary Members
- 3) Life Members
- 4) Student Members
- 5) Flying Members
- 6) Social Members
- 7) Intermediate Members
- 8) Associate Members

b. **Conditions of Membership**

The conditions attaching to the respective membership classes shall be as follows:

1) **Honourary Life Members**

- i. shall not be required to pay any membership fees,
- ii. shall be entitled to one vote per Member at meetings of the voting Members, provided all conditions for Voting eligibility pertaining to this class are met,
- iii. shall be appointed by the Board for life,
- iv. membership shall be limited to such number as the Board may from time to time establish,
- v. shall be entitled to social and flying privileges, and
- vi. shall be 18 years of age or over;

2) **Honourary Members**

- i. shall not be required to pay any membership fees,
- ii. shall not be entitled to attend or vote at meetings of the voting Members,
- iii. shall be appointed by the Board for a period not to exceed one year,
- iv. membership shall be limited to such number as the Board may from time to time establish,
- v. shall be entitled to social and flying privileges, and
- vi. shall be 18 years of age or over;

3) **Life Members**

- i. shall pay such fees on admission to membership as may be fixed by the Board and shall not be required to pay any further membership fees,
- ii. shall be entitled to one vote per Member at meetings of the voting Members, provided all conditions for Voting Eligibility pertaining to this class are met,
- iii. shall be entitled to social and flying privileges,
- iv. shall be 18 years of age or over, and
- v. no person shall be admitted to membership under this class unless he has been a Member of the Corporation for at least one year under another class;

4) **Student Members**

- i. shall pay annual membership fees,
- ii. shall not be entitled to vote at meetings of the voting Members,
- iii. shall be entitled to such flying and social privileges as may be extended by the Board,
- iv. shall be persons who have not reached the full age of 18 years or have never held a Canadian Private Pilot Licence or the equivalent thereof as determined by the Board,
- v. membership in this class shall terminate when a student Member attains his Private Pilot Licence provided he shall then be of the full age of 18 years, and
- vi. upon a student Member obtaining a Canadian Private Pilot Licence and expiry of his student membership, his membership in this class shall terminate and he shall become an intermediate Member (if under 18 years of age) or flying Member upon the approval of the Board;

5) **Flying Members**

- i. shall pay annual membership fees,

- ii. shall be entitled to one vote per Member at meetings of voting Members, provided that he has been a Member of the Corporation for at least one year and provided all conditions for Voting Eligibility pertaining to this class are met,
- iii. shall be entitled to all flying privileges and social privileges,
- iv. shall be 18 years of age or over, and
- v. no person shall be admitted to membership under this class unless he holds or once held a Canadian Private Pilot Licence, or the equivalent thereof as determined by the Board;

6) **Social Members**

- i. shall pay annual membership fees,
- ii. shall not be entitled to vote at meetings of voting Members,
- iii. shall be entitled to social privileges, and
- iv. shall be 18 years of age or over;

7) **Intermediate Members**

- i. shall pay annual membership fees,
- ii. shall not be entitled to vote at meetings of the voting Members,
- iii. shall be entitled to such flying privileges and social privileges as may be extended by the Board, and
- iv. no person of 18 years of age or over shall be granted an Intermediate Membership either on initial application or by renewal; and

8) **Associate Members**

- i. shall pay such fees on admission to membership as may be fixed by the Board,
- ii. shall be entitled to such flying privileges and such social privileges as may be extended by the Board,
- iii. shall not be entitled to attend or vote at meetings of the voting Members, and
- iv. membership shall expire 6 months after application filed.

c. **Associations**

Associations, societies, corporations or other organizations may be admitted to associate membership. Each organization shall be represented by one person only, duly nominated by such organisation and approved by the Board of the Ottawa Flying Club.

d. **Procedure**

Upon the filing of a completed application and the payment of the required fees, each applicant for membership shall, pending the disposition of such application by the Board, be deemed to be a provisional Member of the class applied for and shall be entitled to all privileges of such class.

e. **Certificate of Membership**

A certificate of membership, in accordance with the class of membership conferred, shall be issued by the Secretary to each Member in such form as may be approved from time to time by the Board.

f. **Termination of Membership**

Membership shall not be transferable and shall lapse and cease to exist:

- 1) upon the Member's death;
- 2) if he is found to be mentally incompetent or becomes of unsound mind;
- 3) if by notice in writing delivered to the Corporation he resigns as a Member;
- 4) upon being expelled from membership in the Corporation;
- 5) upon the Member's failure to pay any fees within the time prescribed by the Board; and
- 6) in the case of a Member upon his being or entering into competition with the Corporation;
- 7) when, in the view of the Board, it is possible for such voting Member to, among other things, unfavourably influence the Corporation's affairs.

g. **Membership Fees**

The amount of the membership fees required of Members and the time for payment of same shall be fixed by the Board subject to the provisions of the By-laws of the Corporation and the approval of voting Members.

h. **Voting Eligibility**

- 1) A Flying Member is eligible to vote, provided all the following conditions are met:
 - i. The annual Membership fee for the current year has been paid; and
 - ii. The Member's account is in good standing.
- 2) A Life Member is eligible to vote, provided all the following conditions are met:
 - i. The Life Membership fee has been paid; and
 - ii. The Member's account is in good standing.
- 3) An Honourary Life Member is eligible to vote, provided all the following conditions are met:
 - i. The Member's account is in good standing.

i. **Failure to Pay Membership Fees**

If a Member fails to pay his membership fees within the time limit fixed by the Board, the Secretary shall give such Member notice demanding payment of the amount due. If a Member fails to pay his membership fees within a period of 30 days next following the date of the giving of such notice, such Member shall cease to be a Member of the Corporation.

j. **Meetings of Voting Members**

- 1) **Annual Meetings**

The annual meeting of voting Members shall be held at the Head Office of the Corporation within sixty-two days of the expiration of the corporation's fiscal year or at such other place or time as the Board may determine;
- 2) **Special Meetings**

Special meetings of the voting Members may be held at any time by the order of the President or Vice-President or of the Board. The Board shall call a special meeting of voting Members if required to do so by requisition in writing, signed by not less than the square root of the number of voting Members, stating the purpose of the meeting and delivered to the President, Vice-President or Secretary. Such meeting shall be called within ten days and held within twenty-one days of the receipt by the President, Vice-President or Secretary of the requisition. All special meetings of the voting Members shall be held at the Head Office of the Corporation unless otherwise determined by the Board;
- 3) **Notice of Meetings**

Not less than ten days (exclusive of the day on which notice is given but inclusive of the day for which notice is given) before the date of every meeting of voting Members, a written or printed notice stating the day, hour, and place of meeting and the general nature of the business to be transacted shall be given to the Corporation's accountant or auditor and to each voting Member of record at the close of business of the day on which the notice is given. However, a meeting of voting Members may be held for any purpose at any time and at any place, without notice, if the Members entitled to notice of such meeting are present in person or if the absent Members have signified their consent, in writing, to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any person entitled to notice;
- 4) **Adjournments**

Any meeting of the voting Members may with the consent of the meeting be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any adjournment and an adjournment may be made notwithstanding that no quorum is present;
- 5) **Quorum**

A quorum for the transaction of business at any meeting of voting Members shall consist of not less than the square root of the number of voting Members in good standing on the books of the Corporation; and

6) **Voting Procedure**

- i. Every question submitted at any meeting of voting Members shall be decided, in the first instance, by show of hands;
- ii. If at any meeting of voting Members a poll is demanded on any question, it shall be taken in such manner as the chairman directs, but a demand for a poll may be withdrawn,
- iii. In the case of an equality of votes at any meeting of voting Members, whether upon a show of hands or a poll, the chairman shall be entitled to a second or casting vote in addition to the vote to which he may be entitled as a voting Member,
- iv. A declaration by the chairman at any meeting of voting Members, unless a poll is demanded, that a resolution has been carried or carried unanimously, or, by any particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact. All decisions of the voting Members shall be final and conclusive and shall be binding on the Corporation and on all persons concerned, provided that due notice of the resolution has been given to all Members not less than ten days (exclusive of the day on which notice is given, but inclusive of the day for which notice is given) before the meeting, and
- v. Any Member entitled to vote on any question submitted to any meeting of the voting Members shall do so in person and not by proxy.

k. **Disciplinary Action**

- 1) If, in the opinion of the Board, the conduct of any Member is inimical to the best interests of the Corporation or tends to harm its character, the Board may request any such Member to appear before it and such Member shall give to the Board such information respecting his conduct as the Board may require and may make such representations in respect of such conduct as he shall deem advisable.
- 2) The Board shall give to such Member due notice in writing of the time and place at which the Board will meet to consider the conduct of such Member.
- 3) The Board, after hearing such representations and information as the Member may make or give, or, if the Member refuses to attend before the Board pursuant to notice given, may:
 - i. expel such Member from membership in the Corporation; or
 - ii. suspend such Member from membership in the Corporation for such length of time as the Board may specify; or
 - iii. refer the matter to a special meeting of the voting Members for consideration; or
 - iv. make such further or other disposition of the matter as it may deem advisable.
- 4) If the Board refers the matter to a special meeting of the voting Members the Member whose conduct is under review shall be entitled to notice of such meeting and to appear before such meeting and to make such representations and give such information as he shall deem advisable.
- 5) The voting Members present at the special meeting provided for in this part may:
 - i. authorise and direct the Board to expel or reinstate such Member from membership in the Corporation; or
 - ii. authorise and direct the Board to suspend such Member for such length of time as the voting Members shall specify; or
 - iii. refer the matter back to the Board for such action or disposition as it may deem necessary, desirable or expedient; or
 - iv. direct that no further action be taken.
- 6) The Secretary shall communicate to the Member any decisions made by the Board or the voting Members under the provisions of this part.
- 7) On a petition in writing signed by not less than ten Members and addressed to the Board and specifying the name of the Member whose conduct, in their opinion, is inimical to the best interests of the Corporation or which tends to harm its character, the Board shall proceed to consider and deal with the matter in the same manner and to the same extent as if the Board were proceeding on its own motion and the provisions of this part.

8. **COMMITTEES**

The Board may from time to time establish such committees as it may deem necessary or desirable and shall appoint a Director or Member to be chairman of each such committee. Subject to the direction of the Board, the chairman of any such committee shall have power to appoint to his committee such persons as he may deem appropriate. All committees shall perform such duties and shall exercise such authority as the Board shall from time to time prescribe and shall report to the Board as required by it.

9. GENERAL

a. Execution of Documents

1) **Execution of Cheques**

All cheques, bills, notes, acceptances and orders for the payment of money shall be signed by such person or persons as the Board may from time to time designate.

2) **Documents Under Seal**

All documents requiring the signature of the Corporation shall be signed by the President or Vice-President and by the Secretary and shall be sealed with the Seal of the Corporation and when so signed and sealed under the authority of the Board shall be binding upon the Corporation.

b. Auditor

The Members at each annual meeting of voting Members shall appoint an Auditor who shall make such audit of the Corporation's books and accounts as he deems necessary. The Auditor shall prepare and certify all annual financial statements, copies of which shall be available at the corporation's head office, to Members in good standing at least 7 days prior to the Annual General Meeting. Upon the unanimous vote of the Members of the Corporation, present or represented at the meeting at which the Auditor is appointed, the Members may appoint a Director, Officer or Employee of the Corporation as Auditor. A person so appointed shall indicate in his report to the Members on the annual Financial Statement of the Company that he is a Director, Officer or employee of the Corporation. The Auditor so appointed shall make a report to the Members whether, in his opinion, the financial statements accurately and fairly represent the financial position of the Corporation.

c. Notice

1) **Method of Giving**

Any notice, copy of resolution or other document to be given by the Corporation to a Member or Director of the Corporation or to any person shall be sufficiently given if it is:

- i. delivered personally to the person to whom it is to be given, or
- ii. delivered to his last postal or electronic address as recorded in the books of the Corporation, or
- iii. if no address is recorded, then at the last address of such Member or Director or person known to the Secretary, or
- iv. if no address is recorded or known to the Secretary, to "General Delivery", Ottawa, or
- v. by means of telegraph, cable, wire or wireless communication or any other form of transmitted or recorded message addressed to him as provided herein.

A notice or document so delivered shall be deemed to have been given when it is delivered personally or at the address as provided above; and a notice or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of telegraph, cable, wire or wireless communication or any other form transmitted or recorded message shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change the address on the books of the Corporation of any Member, Director or person in accordance with any information believed by him to be reliable. The accidental omission to give any notice to any Member, Director or person or the non-receipt of any notice by any Member, Director or 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 or otherwise founded thereon.

2) **Proof of Service**

A certificate of the Secretary or other duly authorised officer of the Corporation in office at the time of the making of the certificate or of any agent of the Corporation as to facts in relation to the mailing or delivery or sending of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director or person as the case may be.

3) **Waive**

Any Member, Director or person may waive any notice required to be given under any provision of the Letters Patent, the by-laws of the Corporation or The Canada Business Corporations Act.

d. **Interpretation**

In all by-laws, resolutions, special resolutions and minutes of the Corporation where the context so requires or permits the singular shall include the plural and the plural the singular, words imputing persons shall include companies, corporations, partnerships and any number or aggregate of persons.

e. **Fiscal Year**

The fiscal year of the Corporation shall end on the 30th day of November in each year.

f. **Amendment or Repeal**

Any by-law may be amended or repealed by the Board of Directors with the approval of any annual or special meeting of the voting Members, provided, however, that the amendment or repeal of any by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

g. **Repeal of Prior By-Law**

All by-laws of the Corporation in force at the date and time of the enactment of this by-law, other than by-laws respecting the borrowing of money from a chartered bank, are hereby revoked and repealed.

h. **Inspection of Records**

- 1) The By-laws of the Corporation together with a list of the current Directors and the Corporation's Operations Manual and Rules and Regulations shall be posted, prominently displayed or otherwise made available to all Members.
- 2) All books, accounts and records of the Corporation shall be open for inspection by any Director of the Corporation at any time during the normal business hours.
- 3) No Member, except a Director, shall be entitled to inspect or examine the books, accounts or records of the Corporation except as permitted by law.
- 4) No Member shall be entitled to any information respecting the business of the Corporation or its affairs which, in the opinion of the Board, would be inimical to the best interests of the Corporation to have disclosed either to the Members or to the public.