

Kanata Seniors Council Inc., Conseil des Aines de Kanata Inc.
(the "Corporation")

BY-LAW NO. 1
[Consolidated to include the changes effected by Bylaws 2, 3, 4 and 5]

INDEX

ARTICLE I: CORPORATE SEAL	1
Corporate Seal.....	1
ARTICLE II: MEMBERS	1
(a) Categories of Membership	1
(b) Membership Fees	1
(c) Resignation.....	2
(d) Removal	2
(e) Membership Not Transferable	2
ARTICLE III: BOARD OF DIRECTORS	2
(a) Number and Qualification.....	2,
(b) Provisional Board of Directors	2
(c) Term of Directors.....	2
(d) Vacation of Office of a Director	2
(e) Resignation.....	3
(f) Remuneration.....	3
ARTICLE IV: OFFICERS	3
(a) Officers	3
(b) Appointment	3
(c) Term.....	3
ARTICLE V: POWERS OF BOARD OF DIRECTORS.....	4
(a) Management	4
(b) Finances.....	4
(c) Employees	4
(d) Remuneration	4
(e) Borrowing.....	5
ARTICLE VI: DUTIES OF OFFICERS	5
(a) President	5
(b) Vice-President	5
(c) Treasurer.....	5

(d) Secretary.....	6
(e) Other Officers.....	6
ARTICLE VII: EXECUTIVE COMMITTEE	6
(a) Executive Committee.....	6
(b) Meetings	7
ARTICLE VIII: COMMITTEES.....	7
(a) Committees	7
ARTICLE IX: MEETINGS OF THE BOARD OF DIRECTORS.....	7
(a) Meetings: Number and Notice	7
(b) Quorum	7
(c) Consensus Procedures Governing Voting.....	8
(d) Polls.....	8
(e) Teleconference Calls	8
ARTICLE X: MEETINGS OF THE MEMBERS	8
(a) Meetings	8
(b) Quorum.....	8
(c) Business at Annual Meeting.....	8
(d) Special Meeting	9
(e) Notice.....	9
(f) Voting.....	9
(g) Polls	9
ARTICLE XI: MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE	9
(a) Minutes	9
ARTICLE XII: NOTICE.....	10
(a) Address for Notice.....	10
ARTICLE XIII: INDEMNITY AND INSURANCE	10
(a) Indemnity.....	10
(b) Directors' and Officers' Liability Insurance	10
ARTICLE XIV: EXECUTION OF DOCUMENTS	10
(a) Execution of Contracts	10
ARTICLE XV: HEAD OFFICE.....	11
(a) Head Office	11

ARTICLE XVI: FINANCIAL YEAR..... 11
 (a) Financial Year 11

ARTICLE XVII: AMENDMENT OF BY-LAWS 11
 (a) Amendment of By-laws..... 11

ARTICLE XVIII: AUDITORS 11
 (a) Auditors 11

ARTICLE XIX: BOOKS AND RECORDS 12
 (a) Books and Records 12

ARTICLE XX: RULES AND REGULATIONS 12
 (a) Rules and Regulations 12

ARTICLE XXI: INTERPRETATION 12
 (a) Interpretation 12

The Kanata Seniors Council Inc., Conseil des Aînés de Kanata Inc.
(the "Corporation")

BY-LAW NO. 1

ARTICLE I: CORPORATE SEAL

(a) **Corporate Seal.** The seal, an impression of which is stamped in the margin hereof shall be the seal of the Corporation.

ARTICLE II: MEMBERS

(a) **Categories of Membership.** Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and meeting the criteria set out below (referred to herein individually as a "Member" and collectively the "Members"). Membership shall be divided into three classes:

(i) **Active Members** - Active Members shall be at least fifty-five (55) years of age. Active Members shall be entitled to receive notice of, attend and vote at all meetings of the Members;

(ii) **Associate Members** - Associate Members shall be at least eighteen (18) years of age and may include representatives of local government, representatives from various social agencies, and representatives from various home care facilities in the Regional Municipality of Ottawa-Carleton. Associate Members shall be entitled to receive notice of and attend at all meetings of Members, but shall not be entitled to vote at such meetings of Members.

(iii) **Honourary Life Members** - Honourary Life Membership may be conferred on Members who have performed outstanding service for the seniors and shown devotion to the purpose and objectives of the Corporation. Recommendations for Honourary Life Membership shall be made by the Board of Directors and reported to the membership at the subsequent Annual General Meeting. Honourary Life Members who are at least fifty-five (55) years of age shall be entitled to receive notice of, ~~and~~ attend and vote at all meetings of the Members. Other Honourary Life Members shall be entitled to receive notice of and attend all meetings of the Members; but shall not be entitled to vote at such meetings of Members?

(b) **Membership Fees** Membership fees shall be as directed by the Board of Directors of the Corporation, from time to time (referred to herein individually as a "Director" and collectively as "Directors" or the "Board of Directors").

- (c) **Resignation.** Any of the Members may withdraw from the Corporation by delivering a written resignation to the Corporation and delivering a copy of the same to the secretary of the Corporation.
- (d) **Removal.** Any Member may be removed as a Member by a vote of at least sixty-six and two-thirds percent (66 2/3%) of the Members at a meeting of the Members, provided that such member shall be granted an opportunity to be heard at such meeting.
- (e) **Membership Not Transferable.** . The interest of a Member in the Corporation is not, directly or indirectly, transferable.

ARTICLE III: BOARD OF DIRECTORS

(a) **Number and Qualification.** The property and business, of the Corporation shall be managed by the Board of Directors which shall be composed of not less than ten (10) and not more than twenty (20) Directors. The number of Directors shall be fixed by the Members from time to time. Directors shall be individuals, at least eighteen (18) years of age and have power under law to contract. A Director shall be an Active Member of the Corporation.

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(b) **Provisional Board of Directors.** The applicants for incorporation named in the letters patent of the Corporation shall, on incorporation of the Corporation, become the first Board of Directors of the Corporation (the "Provisional Board of Directors") whose term of office on the Board of Directors shall continue until their successors are elected. At the first meeting of the Members, the Board of Directors then elected shall replace the Provisional Board of Directors.

(c) **Term of Directors.** The Board of Directors shall be elected for a term of two (2) years by the Active Members at the annual general meeting of the Members.

(d) **Vacation of Office of a Director.** The office of a Director shall be automatically vacated:

- (i) if he/she ceases to be an Active Member of the Corporation;
- (ii) if he/she resigns his/her office by delivering a written resignation to the secretary of the Corporation;
- (iii) if he/she is found by a court to be of unsound mind;
- (iv) if he/she becomes bankrupt or is unable to pay his/her debts as they become due;
- (v) if at a special general meeting of the Members, a resolution is passed by at least sixty-six and two thirds ,percent (66 2/3%) of the Members present at such meeting that he/she be removed from office;

- (vi) if he/she fails, in any year, to pay his/her membership fees within forty-five (45) days of receipt of notice from the Treasurer requiring such payment;
- (vii) on death; or
- (viii) if he/she fails, without approval of the Board of Directors expressed by special resolution, in any year from September to the August following, to attend at least seventy-five (75%) of the meetings of the Board of Directors;

provided that if any vacancy shall occur for any reason contained in this paragraph, the Board of Directors by majority vote may fill the vacancy. If a meeting of the Members fails to elect the number or minimum number of the Directors required by the letters patent or by-laws of the Corporation or if a vacancy occurs as a result of any of the foregoing reasons which is not filled by the Board of Directors, the Directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of Directors is elected or remains in office as the case may be.

- (e) **Resignation.** A retiring Director whose resignation stipulates that it is not to be effective until a certain meeting of the Board of Directors or the Members shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is to be effective.
- (f) **Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing contained herein shall be construed to preclude any Director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

ARTICLE IV: OFFICERS

- (a) **Officers.** The officers of the Corporation shall be a president (hereinafter referred to as the "President"), a vice-president (hereinafter referred to as the "Vice-President"), a secretary (hereinafter referred to as the "Secretary") and a treasurer (hereinafter referred to as the "Treasurer") and any such other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an "Officer" and, collectively, as the "Officers"). Any two or more offices may be held by the same person. The Officers need not be appointed from among the Directors.
- (b) **Appointment.** The Officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the Members at which the Board of Directors is elected.
- (c) **Term:**
 - (i) **Vice-President** - The Vice-President shall hold office for a term of one (1) year from the date of appointment of the first meeting of the Directors immediately after the incorporation of the Corporation and for a term of two (2) years at the first meeting of the

Board of Directors following the annual meeting of the Members, or until their successors are appointed.

(ii) **Treasurer** - The Treasurer shall hold office for a term of one (1) year from the date of appointment of the first meeting of the Directors immediately after the incorporation of the Corporation and for a term of two (2) years at the first meeting of the Board of Directors following the annual meeting of the Members, or until their successors are appointed.

(iii) **Remaining Officers** - The President, the Secretary and any such other officers as the Board of Directors may by resolution determine shall hold office for a term of two (2) years from the date of appointment or until their successors are appointed.

The Officers may be removed by resolution of the Board of Directors at any time. The President and the Vice-President may not serve in that capacity for more than two (2) consecutive terms in such office. Any individual who has served in the office of President or Vice-President may stand for reelection after a period of two (2) years from the last term held by that individual.

ARTICLE V: POWERS OF BOARD OF DIRECTORS

(a) **Management.** The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time.

(b) **Finances.** The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board of 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 interest of the Corporation in accordance with such terms as the Board of Directors may determine.

(c) **Employees.** The Board of Directors may appoint such agents and hire such employees- as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as determined by the Board of Directors. The Board of Directors may delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees.

(d) **Remuneration.** The Board of Directors may fix a reasonable remuneration for all of the Officers, agents, employees and committee members.

- (e) **Borrowing.** The Board of Directors may from time to time:
- (i) borrow money upon the credit of the Corporation;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue debentures or other securities of the Corporation;
 - (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
 - (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The Board of Directors may delegate such powers to the Officers or the Directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

ARTICLE VI: DUTIES OF OFFICERS

- (a) **President.** The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a Corporation similar in size and operation to the Corporation. He/she shall have the general and active management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.
- (b) **Vice-President.** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be determined by the Board of Directors from time to time.
- (c) **Treasurer.** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Board of Directors at regular meetings 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 Corporation.

(d) **Secretary.** The Secretary shall carry on the affairs of the Corporation generally under the supervision of the Officers and shall attend all meetings of the Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/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 specified by the Board of Directors or President, under whose joint supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/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 such resolution. He/she shall also perform such other duties as may be determined by the Board of Directors from time to time.

(e) **Other Officers.** The duties of all other Officers shall be such as the terms of their appointment require or as may be determined by the Board of Directors from time to time.

ARTICLE VII: EXECUTIVE COMMITTEE

(a) **Executive Committee.** There shall be an executive committee (the "Executive Committee") comprised of the President, the Vice-President, the Treasurer, the Secretary, the immediate Past President if the immediate Past President remains a member of the Board of Directors, or another Past President who is also a member of the Board of Directors and (2) two Members-at-Large of the Board of Directors. Subject to the provisions of the *Canada Corporations Act* and subject to the power of the Board of Directors to restrict the powers of the Executive Committee from time to time as the Board of Directors may determine, the Executive Committee:

(i) shall possess and may exercise, during intervals between meetings of the Board of Directors, all of the powers of the Board of Directors in the administration of the affairs of the Corporation other than the power to repeal, vary, add to or amend the by-laws of the Corporation;

(ii) may exercise the full powers of the Board of Directors in all matters of administrative emergencies, reporting all actions to the next meeting of the Board of Directors for approval. The Board of Directors shall have the right to reverse any decision made by the Executive Committee upon any issue by the process of a recorded vote of the Board of Directors;

(iii) may review plans and programs and may make recommendations to the Board of Directors on any relevant matters;

(iv) may study and recommend to the Board of Directors for approval, a detailed budget for capital and operating revenues and expenditures for the next financial period.

Executive Committee members shall receive no remuneration for serving as such, but shall be entitled to reasonable expenses incurred in the exercise of their duties. The Members of the Executive Committee shall be subject to removal by resolution of the Board of Directors at any time.

(b) **Meetings.** Meetings of the Executive Committee may be held at any time and place to be determined by the members of the Executive Committee, provided that, forty-eight (48) hours notice of such meeting shall be given. A majority of members of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Articles IX(c) and (d) apply, *mutatis mutandis*, to meetings of the Executive Committee.

ARTICLE VIII: COMMITTEES

(a) **Committees.** The Board of Directors may establish, by resolution, committees on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

ARTICLE IX: MEETINGS OF THE BOARD OF DIRECTORS

(a) **Meetings: Number and Notice.** Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors, provided that, forty-eight (48) hours notice of such meeting shall be given. No notice of a meeting of the Board of Directors shall be required if all Directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors 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. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The President may, and the Secretary shall upon written requisition of not less than a majority of the Directors, call a meeting of the Board of Directors. There shall be at least two (2) meetings per year of the Board of Directors.

(b) **Quorum.** A majority of the number of Directors shall constitute a quorum at any meeting of the Board of Directors.

(c) **Consensus Procedures Governing Voting.** Each Director shall be entitled to exercise one (1) vote at each meeting of the Board of Directors. Except as expressly provided herein and unless otherwise expressly provided by the *Canada Corporations Act*, at all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. At any meeting unless a poll is demanded a declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(d) **Polls.** A poll may be demanded either before or after any vote by show of hands by any Director. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

(e) **Teleconference Calls.** If all members of the Board of Directors consent thereto in advance, generally or in respect of a particular meeting, and all members have equal access, a Director may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Secretary at the beginning of each particular meeting. Each vote cast by a Director participating by teleconference call shall be recorded in the minutes by the Secretary.

ARTICLE X: MEETINGS OF THE MEMBERS

(a) **Meetings.** Meetings of the Members shall be either an annual meeting or a special meeting. The annual or any special meeting of Members shall be held at the head office of the Corporation or at any place in Canada and on such date as the Board of Directors may determine. The Members may resolve that a particular meeting of Members be held outside Canada.

(b) **Quorum.** 30 members or 10% of the membership of the Corporation, whichever is less, shall constitute a quorum for a Meeting of the Members.

(c) **Business at Annual Meeting.** At every annual meeting of the Members, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Members may consider and transact any business which the Members under applicable law are so authorized to transact, at any meeting of the Members.

(d) **Special Meeting.** The Board of Directors and the Chairperson shall have power to call, at any time, a special meeting of the Members. The Board of Directors shall call a special meeting of the Members on written requisition often (10%) of the Members.

(e) **Notice.** Fourteen (14) days notice shall be given to the Members of any annual or special meeting of the Members. Notice of any meeting shall contain sufficient information to permit the Members to form a reasoned judgment on any matter to be considered at such meeting. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken thereat and the Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the President or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

(f) **Voting.** The Active Members shall have the right to exercise one (1) vote each at each meeting of the Members. No Active Member shall be entitled to vote at meetings of Members of the Corporation unless the Member has paid all dues or fees, if any, then payable by the Member. Except as expressly provided herein and unless otherwise expressly provided by the *Canada Corporations Act*, at all meetings of the Members, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number a proportion of the votes recorded in favour or against such resolution.

(g) **Polls.** A poll may be demanded either before or after any vote by show of hands by any Member entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting 'a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directors. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

ARTICLE XI: MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

(a) **Minutes.** The minutes of meetings of the Board of Directors and the Executive Committee shall be available to the Members and to the Board of Directors.

ARTICLE XII: NOTICE

(a) **Address for Notice.** For the purpose of sending notice to the Members, a Director or an Officer for any meeting or otherwise, the address of the Members, Director or Officer shall be his/her last address recorded on the books of the Corporation.

ARTICLE XIII: INDEMNITY AND INSURANCE

(a) **Indemnity.** The Corporation shall indemnify and save harmless the Directors and Officers of the Corporation and their heirs, executors and administrators from and against all cost, charges and expenses including any amount paid to settle an action to satisfy a judgment, reasonably incurred by Directors or Officers in respect of:

(i) any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation;

(ii) any action by or on behalf of the Corporation to procure a judgment in its favour to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation, if the Corporation obtains any approval required under the *Canada Corporations Act* in respect of such indemnification; and

(iii) the defence of any civil, criminal or administrative action or proceeding to which the Director or Officer is made a party by reason of being or having been a Director or Officer of the Corporation if the Director or Officer was substantially successful on the merits in his/her defence of the action or proceeding,

if the Director or Officer has acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Director or Officer had reasonable grounds for believing that his/her conduct was lawful.

(b) **Directors' and Officers' Liability Insurance.** The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XIV: EXECUTION OF DOCUMENTS

(a) **Execution of Contracts.** Contracts, documents or any other instrument in writing requiring an expenditure by the Corporation of not greater than such dollar limit as may be fixed from time to time by resolution of the Board of Directors and requiring the signature of

the Corporation, shall be signed by any two of the Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual or individuals who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

ARTICLE XV: HEAD OFFICE

(a) **Head Office.** The head office of the Corporation shall be in the City of Ottawa, the Province of Ontario.

ARTICLE XVI: FINANCIAL YEAR

(a) **Financial Year.** Unless otherwise determined by the Board of Directors, the fiscal year-end of the Corporation shall be December 31.

ARTICLE XVII: AMENDMENT OF BY-LAWS

(a) **Amendment of By-laws.** The by-laws of the Corporation not embodied in the letters patent of the Corporation may be repealed or amended by-law enacted by the Board of Directors and sanctioned by an affirmative vote of sixty-six and two-thirds percent (66 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.

ARTICLE XVIII: AUDITORS

(a) **Auditors.** The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE XIX: BOOKS AND RECORDS

(a) **Books and Records.** The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by applicable law, are regularly and properly kept.

ARTICLE XX: RULES AND REGULATIONS

(a) **Rules and Regulations.** The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem appropriate, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the Members, shall cease to have any force and effect.

ARTICLE XXI: INTERPRETATION

(a) **Interpretation.** In these by-laws and in all other by-laws of the Corporation 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 Corporations.