

Parent Action On Drugs

Corporation By-Law No. 1

[date of by-law]

Being a By-Law No. 1 replacing all previous By-laws.

BE IT ENACTED AND HEREBY IT IS ENACTED as a By-Law of Parent Action on Drugs (herein-after referred to as the Corporation) as follows:

Article 1 Interpretation

1.1 In this By-Law of the Corporation, the singular shall include the plural and the plural, the singular, the word person shall include firms and corporations, and the masculine shall include the feminine.

1.2 In this By-Law, unless the context otherwise requires:

"Act" means the Corporations Act of Ontario, or any statute that may be substituted therefore, as from time to time amended;

"Board" or "Board of Directors" means the board of directors of the Corporation;

"By-law" means this by-law and "By-Laws" means all by-laws of the Corporation from time to time in force and effect;

"Letters Patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary Letters Patent;

"Member" means any person admitted to membership in the Corporation in accordance with Article 4 of this By-law.

Article 2 Mission Statement

The mission of the Corporation is to address issues of substance use among youth through outreach, prevention, education, and parent support. The Corporation enhances the capacity of parents, youth and communities to promote an environment that encourages youth to make informed choices.

Article 3 Formalities

3.1 Head Office

a) Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto in the Province of Ontario.

- b) The directors may decide where the head office is to be located within the City of Toronto.

3.2 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon. The corporate seal shall be kept at all times at the head office of the Corporation.

Article 4 Membership

4.1 Qualifications

- a) Any resident of the province of Ontario who is at least 18 years of age, and who expressly accepts and agrees to support the mission statement set out in section 2.0 of the By-Law, may be a Member of the Corporation.
- b) Individuals shall be admitted to membership by resolution of the Board of Directors. The Board shall have absolute discretion in any decision regarding admission to membership in the Corporation, provided that the candidate for membership has the qualifications described in this By-Law.

4.2 Membership Dues

Membership dues, if any, shall be determined from time to time by the Board with the approval of the Members by a vote to that effect at an annual or other meeting of the Members.

4.3 Term of Membership

- a) Each Membership shall be for an indefinite period of time.
- b) Members shall be entitled to one vote at all membership meetings, including the annual general meeting. The right to vote is personal only and cannot be assigned or otherwise transferred to any other person, including another Member, to vote on their behalf. Members are subject to all terms and conditions in the By-Laws which apply to Members.
- c) The interest of a Member in the Corporation is not transferable and ceases to exist upon his or her death or when he or she ceases to be a Member by resignation, or otherwise in accordance with the By-Laws of the Corporation.

4.4 Liability of Members

Members are not liable as Members or responsible for any act, debt or obligation of the Corporation, nor for any claims, injuries, losses, transactions or other things related to the Corporation.

4.5 Registry of Members

The Secretary of the Corporation shall cause to be maintained a current membership list of all Members of the Corporation.

4.6 Resignation of Membership

- a) Members may resign at any time by giving notice in writing to that effect to the Secretary of the Corporation.
- b) In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him or her to the Corporation prior to acceptance of his or her resignation.
- c) Membership shall automatically terminate if the Member no longer qualifies for membership in accordance with the By-Laws or other terms of membership.

Article 5 Board of Directors

5.1 Powers of the Board of Directors

The Board of Directors shall administer and run the Corporation's affairs in all respects and may enter into contracts on behalf of the Corporation and do any other acts authorized by the Act, its Letters Patent and By-Laws, and may by resolution delegate specific duties to one or more staff, officers or individual directors. The directors shall undertake their responsibilities, honestly, in good faith and in the best interest of the Corporation.

5.2 Qualifications

- a) A director must be a Member.
- b) A person who is not a Member may be elected a director, but must become a Member within ten (10) days of election or else cease to be a director.
- c) A director who ceases to be a Member ceases to be a director.
- d) A director must be at least 18 years of age.
- e) No director shall be of unsound mind having been so found by a competent authority.

[comment: deleted f) from prior version]

5.3 Number and Quorum of Directors

The affairs of the Corporation shall be managed by the Board of Directors. Until changed in accordance with the Act, the number of directors shall be 11 of whom a minimum of 6 shall constitute a quorum for the transaction of business.

5.4 Election and Term

- a) The election of directors shall take place at each annual meeting of Members and all the directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any time shall be the number of directors of the Corporation set out in subsection 5.3. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- b) Retiring directors shall be eligible for re-election. The election may be by a show of hands or by resolution of the Members unless a ballot is demanded by any Member.

5.5 Meetings of the Board of Directors

The Board shall transact the business of the Corporation only at meetings where a quorum of directors is present, provided that if all directors sign a resolution such resolution shall be effective as if passed at a meeting of directors. Directors may be present at meetings for purposes of transacting business by electronic link or by conference call. The directors may consider or transact any business of the Corporation at any meeting of the Board. As Directors have a duty to oversee the administration of the Corporation, they are expected to be present at meetings of the Board. Minimum standards for attendance may be set by Board policy which may include removal from the Board, by a duly passed Board resolution, of any Member who does not meet the minimum attendance requirement(s).

5.6 Place of Meetings

The Board may hold its meetings at locations within the province of Ontario as it may from time to time determine, provided a quorum of directors is present.

5.7 Regular Meetings

- a) The Board shall have regularly scheduled meetings at least six (6) times a year.
- b) No formal notification of a meeting shall be necessary if the date and time of the meeting is announced at the previous Board meeting as confirmed in the minutes of the previous meeting of the Board of Directors.
- c) Any regular meeting of the Board may be adjourned to any time and from time-to-time, and any business may be transacted at a reconvened meeting that might have been transacted at the original meeting from which the adjournment took place. No further notice is required of any adjourned meeting.
- d) The Secretary shall cause minutes of the previous meeting and the agenda of each regular meeting to be forwarded to the directors prior to each regular meeting.

5.8 Special Meetings

- a) Special Meetings of the Board may be called by the Chair, the Vice Chair, or by the Secretary at the direction of the Chair or Vice Chair, or by a written request of any two directors.
- b) Notice of such a meeting shall be communicated to each director personally or by telephone, facsimile transmission, email or regular mail at least four (4) business days before the proposed meeting.
- c) The Secretary shall cause the time and manner of giving notice for each special meeting to be recorded in the Corporation's records. The statutory declaration of the Chair or Vice Chair or the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence that notice has been given.

5.9 Voting

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the question shall be considered defeated.

5.10 Resolutions

- a) The Board shall carry on its business by resolution moved, seconded and carried by a majority of the votes cast.
- b) The Chair shall count the votes on a resolution and declare it carried or defeated.
- c) The Secretary shall cause an accurate record to be kept of the minutes including all resolutions passed, although a record of the votes for and against shall not be made unless required by any director.
- d) The declaration by the Chair that a resolution has passed and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof that the resolution has passed.

5.11 Remuneration of Directors

The directors shall not receive remuneration from the Corporation but shall be entitled to be paid their reasonable travelling and other expenses properly incurred by them in the business of the Corporation if authorized by the Board.

5.12 Vacancies

Vacancies on the Board may be filled for the remainder of the term of office by the Board if the remaining directors constitute a quorum. If there are no directors left in office or the remaining directors fail or refuse to call a general meeting within ten days after the loss of the quorum, any Member may call a general meeting and the Members may nominate and elect by majority vote at least that number of directors necessary to constitute a quorum.

5.13 Removal of Directors

The Members may remove any director(s) by a two-thirds majority of votes cast at a meeting of Members duly called for that purpose, and may elect by a majority vote a new director(s) to replace the director(s) removed for the remainder of his or her term. The Member(s) advocating the removal of a director(s) shall provide written notice of their intention to do so, including the name(s) of the applicable director(s) and the reason(s) for his or her removal. The notice must be received by the Secretary of the Corporation at least thirty (30) days in advance of the applicable meeting of Members.

5.14 Vacation of Office

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

- 1) if he or she becomes insolvent or bankrupt;
- 2) if an order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- 3) if he or she ceases to be qualified as provided in section 5.2;
- 4) if he or she is removed as a director by a vote of the Members pursuant to section 5.13;
- 5) in the discretion of the Board, if he or she has violated the minimum standards of attendance set by Board policy pursuant to section 5.5;
- 6) if he or she resigns by notice in writing to the Secretary of the Corporation;
- 7) if he or she ^ becomes an employee of the Corporation;
- 8) if he or she is convicted of a criminal offence under the Criminal Code of Canada (for which a pardon has not been granted) as a result of which the Board determines such individual to be unfit or inappropriate to act as a director; or
- 9) if he or she contravenes any By-law or policy of the Corporation as a result of which the Board determines such individual to be unfit or inappropriate to continue as a director.

Article 6 Officers of the Corporation

6.1 Officers

a) The Officers of the Corporation shall be:

Chair
Vice Chair
Secretary

Treasurer
Executive Director

- b) At the Board of Directors meeting, following the annual meeting of the Members, the directors shall elect a Chair, Vice Chair, Secretary and Treasurer from amongst themselves.
- c) One (1) person may hold more than one office except for the offices of Chair, Vice Chair and Executive Director.
- d) The Board shall appoint an Executive Director.
- e) The directors may appoint other officers as they consider appropriate, which officers shall have such authority and shall perform such duties as may from time-to-time be prescribed by the Board.
- f) All officers shall be subject to removal by resolution of the Board, subject to any contractual or other legal obligations with respect to the Executive Director.
- g) All Officers, except the Executive Director, must be Directors.
- h) Pursuant to Section 290 of the Act, the Chair shall be assigned all the duties of the President of the Corporation.

6.2 Term of Office

Each officer, except the Executive Director, shall hold office until the next meeting of the Board following the next annual meeting of the Members, or until he or she resigns, or until he or she is removed in accordance with the provisions of the By-Law.

6.3 Delegation of Officer Authority

In case of the Chair's absence or inability to act, the Vice Chair or any other officer whom the Board may select shall act in his or her stead. In addition, the Board may delegate all or any of the powers of any officer to any other officer or to any director for the time being.

6.4 Duties of the Chair

- a) The Chair shall chair meetings of the Board of Directors and general meetings of the Membership. If the Chair is not present, the Vice Chair shall chair the meetings.
- b) The Chair shall be an ex-officio member of all Board committees.
- c) The Chair and Secretary shall sign all By-Laws.
- d) The Board may give other duties and powers to the Chair from time to time.

6.5 Duties of the Vice Chair

- a) The Vice Chair shall help the Chair do his or her duties and in the absence or inability of the Chair to do so, the Vice Chair shall act as the Chair with all the duties and powers of the Chair.
- b) The Board may give other duties or powers to the Vice Chair from time to time.

6.6 Duties of the Secretary

- a) The Secretary shall cause minutes to be kept of all Members meetings, all meetings of the Board, and all meetings of Board committees, and shall be responsible for the use and safekeeping of the Corporate Seal and of all legal documents and records belonging to the Corporation. The Secretary shall give or cause to be given, as and when instructed, all notices to Members and directors.
- b) The Secretary and the Chair shall sign all By-Laws.
- c) The Secretary shall carry out such other duties as prescribed by the Board.

6.7 Duties of the Treasurer

The Treasurer shall cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation.

6.8 Duties of the Executive Director

The Executive Director shall be the chief executive officer of the Corporation, shall oversee the general management and administration of the Corporation and its business, and shall have such other duties as are determined by the Board from time to time. The Executive Director shall serve at the pleasure of the Board and shall undertake his or her duties in accordance with the policies and direction established from time-to-time by the Board. Although not a director of the Corporation, the Executive Director shall receive notice of and may attend all meetings of the Board and its committees.

6.9 Other Officers

The duties of all other officers of the Corporation shall be such as the Board may prescribe.

6.10 Variation of duties

From time to time the Board may add, remove or otherwise vary the duties of any officer.

Article 7 Meeting of Members

7.1 Place of Meeting

Meetings of Members may be held at the Corporation's head office or any other place in Ontario as determined by the Board.

7.2 Time of Annual Meetings

- a) The Corporation must hold an annual meeting of its Members no more than fifteen (15) months apart.
- b) The Board shall decide the exact time, date and place of the annual meeting.

7.3 Calling Members Meeting

- a) The Board of Directors may call a meeting of Members at any time.
- b) Members may, in accordance with the Act, request a general meeting by presenting the Board with a petition signed by at least two-thirds of the Members that states the business to be considered at the meeting.

7.4 Voting at Meetings of Members

- a) Members who have paid their membership dues, if any, only may vote at Members meetings.
- b) Each Member has only one vote, and may not vote by proxy or in any other manner assign or transfer their right to vote to another Member or any other person.
- c) Voting shall be by show of hands unless a majority of Members present demand a ballot in which case the vote shall be by ballot. At any meeting, unless a recorded vote is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not shall be conclusive of the fact.
- d) A Member may demand a tally, even on a vote by ballot, in which case the total votes for and against shall be recorded by the Secretary in the minutes.

7.5 Chair of Members Meetings

- a) The Chair of the Corporation or in his or her absence, the Vice Chair of the Corporation shall chair the meetings of Members.
- b) If neither the Chair of the Corporation nor the Vice Chair of the Corporation is present fifteen minutes after the scheduled start of the meeting, the Members may elect a Chair from amongst themselves to conduct the meeting until such time as the Chair or Vice Chair of the Corporation arrives. In the event that neither the Chair nor Vice Chair of the Corporation arrives, the elected Chair will conduct the meeting.

7.6 Quorum of General and Annual Meetings

A quorum of Members at meetings is the lesser of 10 or 25% of the Members present and entitled to vote thereat.

7.7 Conduct of Members Meeting

- a) At any meeting of the Members, the Members may consider and transact any business without prior notice, except the removal of a director, changes to the By-Laws or changes to the Letters Patent. For matters relating to the removal of a director, changes to the By-Laws or changes to the Letters Patent, written notice must be given to the Secretary of the Corporation at least thirty (30) days in advance of the applicable meeting of Members. The notice must provide details as to the requested change(s) including the reason(s) applicable thereto.
- b) A majority of the votes cast carries any motion. However, a two-thirds majority vote is necessary to carry a resolution for the removal of a director, changes to the By-Laws or changes to the Letters Patent.
- c) The Secretary shall cause to be kept the minutes of the meeting. An entry in the approved minutes that the Chair of the meeting declared a motion carried is admissible in evidence as prima facie proof that the motion was passed. Unless a recorded vote is asked for, the Secretary need not record the votes for or against.

7.8 Business at the Annual Meeting of Members

At every annual meeting, in addition to any other business, the following must be dealt with:

- 1) The report of the Board.
- 2) The Treasurer's financial report.
- 3) The Auditor's report.
- 4) The election of directors.
- 5) The appointment of the auditor for the next year.

Article 8 Books and Records

8.1 Legal Requirements

The Corporation shall keep at its head office:

- 1) Members and directors resolutions and minutes of all meetings of Members and directors;
- 2) A copy of the Letters Patent and any supplementary Letters Patent;
- 3) All By-Laws and special resolutions;

- 4) The registry of Members;
- 5) The registry of directors;
- 6) Proper books of account and financing; and
- 7) All documents evidencing or affecting the rights and obligations of the Corporation.

8.2 Minutes

- a) The minutes of any meeting of the Board shall be approved at the next Board meeting.
- b) The minutes of any meeting of the Members shall be approved at the next meeting of the Members.
- c) Once the minutes are approved, either the Chair of the meeting that approved the minutes or the Chair of the meeting that the minutes were about, shall sign the minutes. Once so signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

8.3 By-Laws and Special Resolutions

The Chair of the Corporation and the Secretary shall sign all By-Laws and special resolutions passed.

8.4 Registry of Directors

- a) The Secretary shall cause to be kept a registry of directors.
- b) The registry of directors shall consist of a list of the names, addresses and occupations of all persons who are or have been directors, together with the various dates when each became and ceased to be a director.

8.5 Proper Books of Account

The Corporation shall keep proper records of account, including records of:

- 1) all money received and spent by the Corporation;
- 2) all sales and purchases by the Corporation;
- 3) all assets and liabilities of the Corporation; and
- 4) all other transactions affecting the financial position of the Corporation.

Article 9 Transactions

9.1 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments shall be signed on behalf of the Corporation by one of the Chair of the Corporation or the Vice Chair of the Corporation and by one of the Secretary, the Treasurer, the Executive Director or a director. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the Corporate Seal thereto.

9.2 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such Banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

9.3 Borrowing

- a) The directors may from time to time:
 - 1) Borrow money on the credit of the Corporation;
 - 2) Issue, sell, or pledge securities of the Corporation; charge, mortgage, hypothecate or pledge all or any of the real or personal property, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or other liability of the Corporation, subject to the terms of the Letters Patent, and supplementary Letters Patent of the Corporation.
- b) The Board may authorize any director, officer or other person to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.

Article 10 Protection of Directors

10.1 Indemnity

- a) Except where otherwise prohibited by law, each director and officer of the Corporation (each an "Indemnified Person"), and their heirs, executors, and administrators, and estate and effects, respectively, is hereby indemnified and saved harmless out of the funds of the Corporation, from and against:
 - 1) all costs, charges and expenses whatsoever (including amounts paid to settle an action or to satisfy a judgement) that such Indemnified Person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Indemnified Person, for

or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified Person, in or about the execution of the duties of such Indemnified Person's office; and

- 2) all other costs, charges and expenses that such Indemnified Person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Indemnified Person.
- b) The Corporation shall purchase and maintain insurance for the Indemnified Persons against any liability incurred by them in their capacities, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.
- c) The preceding provisions regarding indemnification and insurance are subject to any limitations contained in any applicable statute or regulation.

10.2 Validity of Actions

No act or proceeding of any director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any minor, non-substantive procedural irregularity in regard to such act or proceeding or the qualification of such director or Board of Directors.

10.3 Directors Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Article I1 Technicalities

11.1 Notice

- a) Members entitled to notice are those who at the close of business on the day immediately preceding the day on which notice is given are entered in the register of Members of the Corporation. The notice of a meeting of Members shall include the time and place of the meeting and transmitted at least fifteen (15) days before the meeting. ^
- b) Any notice to be given pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, director, officer, auditor or any other person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Corporation, or if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of transmitted or recorded communication, including by e-mail. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given two days after it was deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or

recorded communication shall be deemed to have been given when transmitted, or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change the address on the Corporation's books of any Member, director, officer, auditor or other person in accordance with any information believed to be reliable. In computing the date when notice must be given, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

- c) The accidental omission to give any notice to any Member, director, officer, auditor or other person, or the non-receipt of any notice by any Member, director, officer, auditor or other 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.
- d) Any Member, ^ director, officer, auditor or other person may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

11.2 Errors and Omissions

No non-material error or omission in any proceedings of any meeting of directors, or Members, shall invalidate the meeting or any of the other proceedings at the meeting.

11.3 The procedural authority for the Corporation shall be Perry's "Call to Order".

Article 12 Finance

12.1 Date

Unless otherwise determined by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

12.2 Appointment

At the annual Members meeting of the Corporation the Members shall appoint a licensed public accountant as auditor to hold office until the next annual meeting, or until changed by the Members. If no such appointment is made, the auditor in office shall continue until a successor is appointed.

12.3 Qualifications

No person shall be appointed as auditor who is a Member, director, officer or employee of the Corporation or who is a partner or employee of any such Member, director, officer or employee.

Article 13 Board Committees

13.1 General

The Board shall create such committees as the Board determines are required to assist the Board in undertaking its duties. The Board shall establish the terms of reference of each committee to the extent not set forth herein or in any other By-law.

13.2 Membership and Procedure of Board Committees

Except as otherwise stated in this By-Law:

- 1) The Chair of each committee will be a director appointed by the Board.
- 2) Not all members of a committee need be directors.
- 3) Members of each committee shall be appointed by the Board.
- 4) Each committee shall have at least two (2) members, one (1) of whom shall be a director.
- 5) Each committee shall keep records, shall report to the Board at regularly specified intervals and at any time upon request, and shall be responsible to the Board.
- 6) A quorum for the transaction of business of any meeting of any committee shall be a majority of the members of such committee.
- 7) Unless otherwise required, the frequency of timing of and the procedures for the holding of meetings of any committee and the giving of notice thereof shall be determined, from time to time, by the Board or by the Chair of such committee in the absence of Board directions.

13.3 Duties of Committees

- a) Each committee shall consider, report and make recommendations to the Board on any matter referred to the committee by the Board.
- b) The Board may at any time assign additional or different responsibilities to any committee.

Article 14 Advisory Council

The Board may create by resolution an Advisory Council [^] from which the Board and the Executive Director may from time to time seek advice.

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Article 15 Conflicts of Interest

- 15.1 Any director or officer who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter, with the Corporation shall declare their interest therein at the first opportunity at a meeting of the Board.
- 15.2 Any director or officer who has declared a direct or indirect personal interest, gain or benefit, in any proposed contract, business transaction, financial arrangement, or other matter, with the Corporation shall absent herself or himself from any discussion of or any vote upon the matter (including any discussion regarding any such request), with such absence recorded in the minutes.
- 15.3 The Board may from time to time create or amend by resolution a conflict of interest policy applicable to directors, officers, committee members, employees, Members, volunteers, suppliers and others related to the Corporation.

Article 16 Repeal of Prior By-Laws

All prior By-Laws are hereby repealed.

Article 17 Amendments

This By-Law and any other By-Law may be amended in accordance with the Act.

PASSED by a meeting of the Members of the Corporation on the _____ day of _____, 200_.

WITNESS the Corporate Seal of the Corporation.

.....
Chair of Board

.....
Secretary