

ONTARIO CAMPS ASSOCIATION

BY-LAW NO. 1

Approved by the board of directors: November 13, 2013

Confirmed by the members: January 15, 2014

SECTION FOUR COMMITTEES	5
4.01 Committees of the Board	5
4.02 Action by Committees	5
4.03 Advisory Bodies.....	5
4.04 Procedure	5
4.05 Nominating and Governance Committee Terms of Reference.....	5
SECTION FIVE OFFICERS.....	6
5.01 Election / Appointment.....	6
5.02 President.....	6
5.03 Vice-President.....	6
5.04 Treasurer	6
5.05 Secretary	6
5.06 Powers and Duties of Officers	6
5.07 Financial Powers and Duties of Officers	6
5.08 Term of Office	7
5.09 Agents and Attorneys.....	7
5.10 Executive Director	7
SECTION SIX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS	7
6.01 Limitation of Liability.....	7
6.02 Indemnity	7
6.03 Insurance.....	8
SECTION SEVEN MEMBERS	8
7.01 Members	8
7.02 Classes of Members	8
7.03 Qualifications and Rights.....	8
7.04 Transferability of Membership	8
7.05 Membership Fees	8
7.06 Transition and Conversion of Membership	9
7.07 Resignation	9
7.08 Termination for Non-payment.....	9
7.09 Removal	9
SECTION EIGHT MEETINGS OF MEMBERS.....	9
8.01 Annual Meetings.....	9
8.02 Special Meetings.....	10

8.03	Place of Meetings.....	10
8.04	Notice of Meetings.....	10
8.05	Meetings Without Notice.....	10
8.06	Chair, Executive Director and Scrutineers.....	10
8.07	Persons Entitled to be Present.....	10
8.08	Quorum	10
8.09	Right to Vote.....	11
8.10	Proxies.....	11
8.11	Votes to Govern	11
8.12	Voting	11
8.13	Ballots	11
8.14	Casting Vote.....	11
8.15	Adjournment	11
8.16	Action in Writing by Members	11
SECTION NINE NOTICES		12
9.01	Method of Giving Notices	12
9.02	Computation of Time.....	12
9.03	Omissions and Errors.....	12
9.04	Waiver of Notice.....	12
SECTION TEN EFFECTIVE DATE AND REPEAL		12
10.01	Effective date	12
10.02	Repeal	12

BY-LAW NO. 1

A by-law relating generally to the
conduct of the affairs of the

ONTARIO CAMPS ASSOCIATION

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION ONE INTERPRETATION

1.01 **Definitions.** - In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the *Corporations Act* (Ontario), or any statute that may be substituted therefor, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the corporation without share capital incorporated under the Act by letters patent dated May 10, 1963 as amended by supplementary letters patent dated March 23, 2012 and named “Ontario Camps Association”;

“letters patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“meeting of members” includes an annual meeting of members and a special meeting of members;

“member” means any person admitted to membership in the Corporation in accordance with Section Seven of this by-law; and

“special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or by the consent in writing of all the members entitled to vote at such meeting.

1.02 **Interpretation.** - Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.03 **Headings.** - The headings in this by-law are inserted for convenience of reference only and shall not affect the construction or interpretation of this by-law.

SECTION TWO AFFAIRS OF THE CORPORATION

2.01 **Head Office.** - 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, Canada, and at such location therein as the board may from time to time determine.

2.02 **Corporate Seal.** - The Corporation may, but need not, have a corporate seal and if one is adopted it shall be in a form approved from time to time by the board.

2.03 **Financial Year.** - The financial year of the Corporation shall end on the last day of September 30th in each year until otherwise determined from time to time by resolution of the board.

2.04 **Execution of Instruments.** - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of president, vice-president or director and the other of whom holds one of the said offices or the office of treasurer, executive director, or any other office created by by-law or by the board. 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 signing officer may affix the corporate seal to any instrument requiring the same.

2.05 **Banking Arrangements.** - The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.

2.06 **Voting Rights in Other Bodies Corporate.** - The signing officers of the Corporation under section 2.04 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the said signing officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.07 **Auditors.** - The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board. If in any financial year the Corporation's annual income is less than \$100,000 and all members consent thereto in writing, the Corporation may waive the requirement for an audit for such financial year.

2.08 **Amendment of By-laws.** - Unless otherwise provided by the Act, any existing by-law of the Corporation not embodied in the letters patent may be repealed or amended by by-law passed by the board and confirmed by the members by at least two-thirds of the votes

cast at a general meeting of the members duly called for considering the by-law or by resolution in writing signed by all the members.

2.09 **Rules and Regulations.** - The board may establish rules and regulations consistent with the by-laws relating to the management and operation of the Corporation.

SECTION THREE DIRECTORS

3.01 **Number of Directors.** - The affairs of the Corporation shall be managed by a board of twelve (12) directors. Any increase or decrease in the number of directors shall be approved by special resolution.

3.02 **Qualification** - Each director shall be, or shall become within ten (10) days after election to the board, and thereafter remain throughout such director's term, an individual member of the Corporation. No person shall be qualified for election as a director if such person is less than 18 years of age; is not a member in good-standing; is of unsound mind and has been so found by a court in Canada or elsewhere; or has the status of a bankrupt.

3.03 **Election and Term.** - The election of directors shall take place at each annual meeting of members. Directors' term of office shall expire at the second annual meeting of members following election. Directors, if qualified, shall be eligible for re-election for a maximum of five (5) consecutive terms. The election shall be by resolution. If an election of directors is not held at the proper time, due to unforeseen circumstances out of the control of the Board of Directors, the incumbent directors shall continue in office until their successors are elected.

3.04 **Election of Directors in Rotation.** - The directors of the Corporation shall be elected and shall retire in rotation, with one half (1/2) of the directors retiring in each year. At each annual meeting, directors 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 second annual meeting after such election or until their successors are elected or appointed.

3.05 **Removal of Directors.** - Subject to the Act, the members at a special meeting may, by resolution, passed by at least two-thirds of the votes cast at a general meeting of the members of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of such director's term, and may, by a majority of votes cast at that meeting, elect a person in place and stead of such director for the remainder of the term.

3.06 **Vacation of Office.** - A director ceases to hold office upon death; upon removal from office by the members; upon ceasing to be qualified for election as a director; or upon receipt by the Corporation of a written resignation, or, if a time is specified in such resignation, at the time so specified, whichever is later.

3.07 **Vacancies.** - Vacancies on the board may be filled for the remainder of the term of office by appointment by the board.

3.08 **Quorum and Action by the Board.** - The board shall manage the business and affairs of the Corporation utilizing the powers afforded to the Corporation by the letters patent or

otherwise. The powers of the board may be exercised at a meeting at which a quorum, being a majority of directors, are present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the board. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more directors and transmitted electronically to the executive director of the Corporation, if appointed, shall be deemed to be duly signed by such directors.

3.09 **Meetings of the Board by Telephone, Electronic or Other Communication Facilities.** - If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board and of committees of the board.

3.10 **Place of Meetings.** - Meetings of the board may be held at any place in or outside of Ontario.

3.11 **Calling of Meetings.** - A minimum of eight (8) meetings of the board shall be held from time to time at such time and at such place as the board, the president or any two directors may determine.

3.12 **Notice of Meeting.** - Notice of the time and place of each meeting of the board shall be given in the manner provided in Section Nine to each director not less than two (2) days before the date of the meeting. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting. Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting.

3.13 **First Meeting of New Board.** - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.14 **Regular Meetings.** - The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.15 **Chair.** - The Board may appoint a chair of the board, provided such individual is a director, who shall preside as chair at all meetings of the board and of the members. In the absence of the chair, the president, (assuming the president is not the chair of the board) if the president is present, or, in the absence of the president, a vice-president who is a director and is present at the meeting, shall preside as chair at a meeting of the board. In the absence of the president or a vice president who is a director, the directors present shall choose one of their number to be chair of the meeting.

3.16 **Votes to Govern.** - 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 chair of the meeting shall be entitled to a second or casting vote.

3.17 **Remuneration and Expenses.** - The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such position. However, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director who is engaged in or is a member of a firm engaged in any business or profession from acting in and being paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

SECTION FOUR COMMITTEES

4.01 **Committees of the Board.** - The board shall maintain at all times the following standing committees: (i) the Standards Committee; (ii) the Finance and Audit Committee; and (iii) the Nominating and Governance Committee. The board may appoint one or more other committees, however designated, and delegate to any such committee any of the powers of the board, subject to any terms of reference, rules or regulations imposed from time to time by resolution of the board. Despite any other provision in this by-law, the board may not appoint an executive committee without complying with Section 70 of the Act, including, without limiting the foregoing, the approval of such decision by at least two-thirds of the members at a duly called and regularly constituted members' meeting called for such purpose.

4.02 **Action by Committees.** - The powers of a committee of the board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

4.03 **Advisory Bodies.** - The board may from time to time appoint such advisory bodies as it may deem advisable.

4.04 **Procedure.** - Unless otherwise determined, the board will appoint committee chairs and regulate committee procedure. Each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members.

4.05 **Nominating and Governance Committee Terms of Reference.** - The Nominating and Governance Committee shall, to the extent possible, identify and present candidates for election as directors who appropriately reflect the types and numbers of accredited camp members in good standing from time to time, including appropriate representation from all aspects of the accredited camp membership, being the private, day, not-for-profit, special needs and religious camps, such that the slate of candidates for election reflect both a cross section of the membership of the Corporation and individuals who have the appropriate expertise, experience and time commitment to ensure a high quality board of directors at all times.

SECTION FIVE OFFICERS

5.01 **Election / Appointment.** – The President, two Vice-Presidents and the Treasurer shall be elected for a two year term by the members. In the event an individual elected as an officer is unable to continue in that role for any reason, the board may, by resolution, appoint a individual to serve until the next meeting of members. One person may hold more than one office. All officers, except the executive director, if appointed, must be a director of the Corporation. The board may, by resolution, appoint a Secretary from time to time.

5.02 **President.** - The president shall be the chief executive officer and, subject to the authority of the board, shall have general supervision of the affairs of the Corporation; and shall have such other powers and duties as the board may specify. The president shall be a director of the Corporation.

5.03 **Vice-President.** - A vice-president shall have such powers and duties as the board may specify. During the absence or disability of the president, a vice-president shall also have the powers and duties of that office.

5.04 **Treasurer.** - The treasurer shall oversee the process of proper accounting records of the financial activities of the Corporation, including those referred to is section 302 of the Act. If appointed, the executive director shall be responsible for proper accounting records of the financial activities of the Corporation, the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer in cooperation with the executive director, if appointed, shall render to the board whenever required an account of the financial position of the Corporation. In the absence of the treasurer, the duties of the treasurer shall be carried out by the executive director, if appointed, or such other officer as the board may from time to time determine.

5.05 **Secretary.** - The secretary shall give or cause to be given notices for all meetings of the Corporation. The secretary shall have charge of the minute books and registers of the Corporation, including those referred to in section 300 of the Act, and shall have custody and care of the seal of the Corporation, if one is adopted.

5.06 **Powers and Duties of Officers.** - The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or the chief executive officer may specify. The board and (except as aforesaid) the chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

5.07 **Financial Powers and Duties of Officers.** - If permitted by resolution of the board, officers shall have power to authorize expenditures on behalf of the Corporation from time to time. The board may delegate, by resolution, to an officer or officers or executive director of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to make financial decisions for the purpose of furthering the objectives of the Corporation.

5.08 **Term of Office.** - The board, in its discretion, may remove any officer of the Corporation; provided, that absent such removal each officer elected by the members or appointed by the board shall hold office until a successor is appointed or until an earlier resignation is received by the Corporation. For certainty, no person shall be removed as a director of the Corporation without compliance with section 3.05 of these by-laws.

5.09 **Agents and Attorneys.** - The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to subdelegate) of management, administration or otherwise as may be thought fit.

5.10 **Executive Director.** - The Corporation may (but shall not be required to) engage an individual to serve as executive director of the Corporation. The executive director, if engaged, shall be empowered by the board to carry on the affairs of the Corporation generally under the supervision of the board. The executive director, if engaged, shall attend all meetings of the board, members and committees of the board (except *in camera* sessions in which the performance of the executive director is discussed) and shall cause all meeting minutes and other corporate records to be recorded in accordance with applicable law and industry best practices. The executive director, if engaged, shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board on behalf of the secretary, and shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation, if such custody is delegated by the secretary, and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose. The executive director, if engaged, shall have such other powers and duties as otherwise may be specified by the board.

SECTION SIX PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.01 **Limitation of Liability.** - Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

6.02 **Indemnity.** - Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as

a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of the Corporation; and (b) in the case of a civil, criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

6.03 **Insurance.** - Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in section 6.02 hereof as the board may from time to time determine.

SECTION SEVEN MEMBERS

7.01 **Members.** - Subject to the Act and the letters patent, the members shall consist of the applicants for membership in the Association and of such other persons interested in furthering the objects of the Corporation as are admitted as members by resolution of the board or under the authority of the board granted by resolution.

7.02 **Classes of Members.** - There shall be two class of members, accredited camp members and individual members. Each member shall be entitled to receive notice of and to attend all meetings of members. Each accredited camp member shall be entitled to three (3) votes and each individual member shall be entitled to one (1) vote on any matter properly put before a meeting of members.

7.03 **Qualifications and Rights.** - Any person may be admitted to membership if such person complies with the requirements of section 7.01 hereof.

7.04 **Transferability of Membership.** - The interest of an individual member in the Corporation is not transferable and lapses and ceases to exist upon death or when the member ceases to be a member by failure to pay fees or by resignation or otherwise in accordance with the by-laws of the Corporation. The interest of an accredited camp member is transferable with the prior written consent of the Corporation. For the purpose of this section a change in control of the accredited camp shall, in addition to an assignment, trigger the consent requirement described herein. The board may levy a reasonable fee and impose other reasonable conditions on an accredited camp member requesting a transfer.

7.05 **Membership Fees.** - The fees payable by accredited camp members, and the fees payable by individual members shall from time to time each be fixed by resolution of the board. Membership fees of persons identified by the board, in recognition of exemplary, long term contributions to the Corporation, may be waived by resolution of the board from time to time. A notice of the fees payable from time to time shall be sent to each member by the executive director, if appointed, promptly before the due date.

7.06 **Transition and Conversion of Membership.** - On the date this by-law is confirmed by the members, all issued and outstanding memberships in the Corporation shall be converted as follows:

- (a) if held by an individual in good standing, converted into an individual membership;
- (b) if held by individuals recognized as honorary life members, converted into an individual membership;
- (c) if held by a person in good standing who is not an individual,
 - (i) if the member meets all accreditation standards and requirements, into an accredited camp member, or
 - (ii) if the member does not meet all accreditation standards and requirements, is automatically extinguished.

The president and executive director, if engaged, shall sign a member register effective as at the date this by-law is confirmed, which shall be conclusive evidence of the members of the Corporation effective said date.

7.07 **Resignation.** - Members may resign at any time by giving notice in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. A member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance of such resignation.

7.08 **Termination for Non-payment.** - The membership of any member who is in arrears in payment of membership fees for more than sixty (60) days shall be automatically terminated and thereupon such person shall cease to be a member of the Corporation. Any such member may re-apply for membership in the Corporation.

7.09 **Removal.** - Upon thirty days' notice in writing to a member of the Corporation, the board may pass a resolution authorizing the removal of such member from the register of members of the Corporation and thereupon such member shall cease to be a member of the Corporation, provided the board allows the member to be heard prior to the passing of such resolution. The decision of the board is final, binding and not subject to appeal or review.

SECTION EIGHT MEETINGS OF MEMBERS

8.01 **Annual Meetings.** - The Corporation shall hold an annual meeting of members not later than 15 months after its last annual meeting. The annual meeting of members shall be held at such time in each year and, subject to section 8.03, at such place as the board or the president may from time to time determine, for the purpose of considering the financial statements of the Corporation placed before the meeting, the report of the Corporation's auditor thereon and the report of the board, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

8.02 **Special Meetings.** - The board shall call a special meeting of members on written requisition of 10 percent of the members entitled to vote at the meeting proposed to be held. The board or the president shall also have power to call a special meeting of members at any time.

8.03 **Place of Meetings.** - Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the board shall so determine, at some other place in Ontario.

8.04 **Notice of Meetings.** - Notice in writing of the time and place of each meeting of members shall be given in the manner provided in Section Nine not less than 14 days and not more than 50 days before the date of the meeting to each director, to the auditor, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report and board's report, election of directors and reappointment of the incumbent auditor shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon. Any notice to members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy. Notice of an adjourned meeting of members is not required if the time and place of the adjourned meeting is announced at the original meeting.

8.05 **Meetings Without Notice.** - A meeting of members may be held without notice at any time and place permitted by the Act (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such meeting being held, and (b) if the auditors and the directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact.

8.06 **Chair, Executive Director and Scrutineers.** - The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: president, or a vice-president (s) or a member. If the executive director of the Corporation is absent, the chair shall appoint a member, to act as secretary of the meeting. If desired, one or more scrutineers, may be appointed by a resolution of the board or by the chair prior to the meeting.

8.07 **Persons Entitled to be Present.** - The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

8.08 **Quorum.** - The quorum for the transaction of business at any meeting of members shall be sixty (60%) percent of the membership and at least ten (10) members present in person or represented by a duly appointed proxy so entitled being at a meeting of members.

8.09 **Right to Vote.** - Subject to the Act and the letters patent, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a member in good standing with voting privileges.

8.10 **Proxies.** - At any meeting of members a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxy-holder would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited at the head office of the Corporation or with the chair of the meeting or as may be directed in the notice calling the meeting.

8.11 **Votes to Govern.** - Unless the Act, the letters patent or any by-law of the Corporation otherwise provide, at any meeting of members every question shall be determined by the majority of the votes duly cast on the question.

8.12 **Voting.** - Any question at a meeting of members shall be decided by a show of voting cards unless, after a show of voting cards, a ballot thereon is required or demanded as hereinafter provided. Upon a show of voting cards, accredited camp members who are present or are represented by proxy and entitled to vote shall have three (3) votes and every individual member who is present or represented by proxy and entitled to vote shall have one (1) vote. Whenever a vote by show of voting cards shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.13 **Ballots.** - On any question proposed for consideration at a meeting of members, and whether or not a show of voting cards has been taken thereon, the chair may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot vote each accredited camp member present in person or represented by proxy and entitled to vote shall have three (3) votes and each individual member present in person or represented by proxy and entitled to vote shall have one (1) vote and the result of the ballot shall be the decision of the members upon the said question.

8.14 **Casting Vote.** - In case of an equality of votes at any meeting of members either upon a show of hands or upon a ballot, the chair of the meeting shall be entitled to an additional or casting vote.

8.15 **Adjournment.** - The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

8.16 **Action in Writing by Members.** - A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been

passed at a meeting of the members. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more members and transmitted by facsimile to the secretary of the Corporation shall be deemed to be duly signed by such members.

SECTION NINE NOTICES

9.01 **Method of Giving Notices.** - Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, committee member, officer or auditor 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 email). 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 member of a committee of the board in accordance with any information believed to be reliable.

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

9.03 **Omissions and Errors.** - The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor 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.

9.04 **Waiver of Notice.** - Any member (or a duly appointed proxyholder), director, officer or auditor 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.

SECTION TEN EFFECTIVE DATE AND REPEAL

10.01 **Effective date.** - This by-law shall come into force when enacted by the board, but shall be subject to confirmation by the members in accordance with the Act.

10.02 **Repeal.** All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so

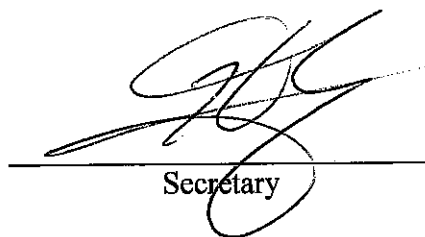
repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the board or a committee of the board with continuing effect passed under any repealed by-law shall continue to be good and valid to the extent inconsistent with this by-law and until amended or repealed.

WITNESS THE SEAL OF THE CORPORATION

ENACTED by the board the 13th day of November, 2013.

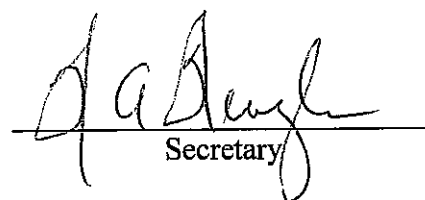


President



Secretary

CONFIRMED by the members the 15th day of January, 2014.



Secretary

TOR01: 5379335: v4