

**BY-LAWS  
of  
BASKETBALL NOVA SCOTIA**

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**BY-LAWS  
BASKETBALL NOVA SCOTIA**

**ARTICLE 1  
INTERPRETATION**

**1.1 Definitions**

In these by-laws:

- (a) "Affiliate" means those persons, entities, organization, or groups admitted as an Affiliate of the Association pursuant to clause 2.3;
- (b) "Association" means BASKETBALL NOVA SCOTIA;
- (c) "Board" or "Board of Directors" or "Directors" means the Board of Directors of the Association;
- (d) "Member" means a voting member of the Association;
- (e) "Regions" for the purposes of these By-laws, Nova Scotia shall be divided into six (6) regions as follows:
  - (i) Halifax Metro,
  - (ii) South Shore,
  - (iii) Valley,
  - (iv) Fundy,
  - (v) Highland, and
  - (vi) Cape Breton,

and Members or Directors residing within each region shall be deemed to be a representative of such region.

- (f) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act; and
- (g) "Special Resolution" means a resolution required to be passed by not less than two-thirds of such Members entitled to vote as are present in person at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**1.2 Interpretation**

Expressions used in this by-law shall have the same meanings as corresponding expressions in the *Societies Act* (Nova Scotia) (the "**Act**").

## **ARTICLE 2 MEMBERSHIP**

### **2.1 MEMBERS**

The Board of Directors may, by resolution, approve the admission of the Members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. Membership in the Association is not transferable.

### **2.2 Members**

Each Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Member shall be entitled to one (1) vote at such meetings.

The Members shall be:

- (a) Those persons who are Directors of the Association,
- (b) One (1) person representing each of the Regions as appointed by the Board of Directors, and
- (c) such other persons who have applied and have been accepted as a Member by the Board of Directors.

The term of membership of a Member shall be annual, subject to renewal in accordance with the policies of the Association.

### **2.3 Termination of Membership**

A Member shall cease to be a Member of the Association when:

- (a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- (b) a Member fails to maintain any qualifications for membership described in this Article 2 of these by-laws;
- (c) the Member resigns by delivering a written resignation to the chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
- (d) if, by a vote of a majority of the Members or a majority of the Directors at a meeting duly called, the Member's membership in the Association has been terminated for any reason;
- (e) the Member has failed to pay the required membership fee as determined by the Board of Directors annually;
- (f) the Member's term of membership expires; or
- (g) the Association is liquidated or dissolved under the Act.

### **ARTICLE 3 AFFILIATES**

#### **3.1 Affiliates**

Any individuals, teams, clubs, associations, leagues, advisory groups, consultative or educational organizations concerned or involved with the delivery of basketball programs in Nova Scotia, Canada, corporations, organizations, associations or other entities approved by the Board of Directors may be admitted as an Affiliate of the Association.

No person shall be admitted as an Affiliate, until such person:

- (a) Has made application and paid applicable fees to the Association; and
- (b) Has been approved and admitted as an Affiliate in such manner as may be prescribed by the Board of Directors.

The term of an Affiliate shall be a one year period, subject to renewal in accordance with the policies of the Association.

Affiliates shall not be entitled to receive notice of, or vote at meetings of the Members, however the Board may invite the Affiliates to attend a meeting of the Members.

#### **3.2 Affiliate Fees**

The Board of Directors shall annually determine the applicable fees for an Affiliate of the Association.

Affiliates shall be notified in writing of the Affiliate dues at any time payable by them and, if any are not paid within one (1) calendar month of the renewal date the Affiliates in default shall automatically cease to be Affiliates of the Association.

### **ARTICLE 4 MEMBER MEETINGS**

#### **4.1 Annual Meetings**

The annual meeting of the Association shall be held on such date, within six (6) months of the close of the fiscal year of the Association, as may be determined by the Board.

#### **4.2 General or Special Meetings**

Special meetings of the Association may be called at any time by the Board, or upon written request signed by at least five Members in good standing. Such special meetings must be called within thirty days of such a request.

#### **4.3 Notice of Annual Meetings and Special Meetings**

The notice of an annual meeting or special meeting, specifying the place, date and hour of the meeting, and the business to be transacted shall be given to each Member by the following means:

- (a) by mail, courier or personal delivery to each Member, at least 21 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member, at least 21 days before the day on which the meeting is to be held.

The non-receipt of such notice by any Member shall not invalidate the proceedings of any meeting.

The notice of annual meeting or special meeting may also be delivered to Affiliates by telephonic, electronic or other communication facility.

#### **4.4 Request for Meetings**

The Board of Directors shall call a special meeting of Members on written requisition of five Members in good standing. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.5 Quorum**

No business shall be transacted at any meeting of the Association unless a quorum of Members is present at the commencement of such business. Members representing at least fifty percent (50%) of the Members shall constitute a quorum and if this quorum is not present the Chair shall adjourn the meeting to a date not less than thirty (30) days and not more than sixty (60) days from the date of the adjourned meeting. Any business conducted at such meeting following the adjourned meeting ("Second Meeting") shall be binding regardless of the number of Members present, provided that written notice of the Second Meeting shall be given by the Board at least six (6) days in advance of the Second Meeting.

#### **4.6 Electronic Participation in Meetings**

At any meeting, the Association may permit participation by means of such telephone, electronic, or other communications facilities as permit all Members participating in the meeting to communicate with each other, and Members participating in the meeting by such means are deemed to be present at that meeting, and are authorized to speak and vote as if in attendance in person.

#### **4.7 Absentee Voting at Members' Meetings**

A Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing notice in writing:
  - (i) at the registered office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the Chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, to vote at the meeting by way of a show of hands;
- (d) the form of proxy shall indicate,
  - (i) the person designated as proxyholder
  - (ii) the meeting at which it is to be used,
  - (iii) contain a designated blank space for the date of the signature,
- (e) a form of proxy may include a statement as to how the proxyholder is to vote in respect of each matter or group of related matters; and
- (f) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

#### **4.8 Chair of Meetings**

The President of the Association shall preside as chairperson at every annual and special meeting of the Association. In the event that the Chair of the Association is absent, the 1<sup>st</sup> Vice President shall act as Chair of the meeting, and in the event that both the Chair and the 1<sup>st</sup> Vice President are absent, the Members who are present shall choose someone of their number to be chairperson of such meeting.

#### **4.9 Annual Meeting Order of Business**

The order of business for annual meetings shall include:

- (a) Roll call;
- (b) Approval of agenda;
- (c) Approval of minutes of previous annual meeting;
- (d) Business arising from the minutes;
- (e) Report of Board;



- (f) Report of committees and Officers;
- (g) Report of financial statements;
- (h) Consideration of Resolutions
- (i) Election of Directors;
- (j) New business;
- (k) Adjournment.

#### **4.10 Votes Of Members**

Only Members or proxyholders present at a meeting are entitled to vote and each Member of the Association is entitled to one vote on a motion, resolution or question put to the meeting.

All decisions and resolutions requiring approval of the Members, other than resolutions requiring a Special Resolution, at any meeting shall be passed by the approval of a simple majority of fifty percent (50%) plus one (1) of the votes cast by the Members participating in and entitled to vote at the meeting.

The Chair shall have no vote except in the case of an equality of votes. In the case of any equality of votes, he or she shall have the deciding vote.

Unless a ballot vote is requested by a Member or ordered by the Chair, prior to the taking of a vote, or as otherwise determined by the Board, every vote shall be by show of hands or in the case of Members attending by electronic means by their vocal ascent.

At any meeting, unless a poll is demanded by at least one Member, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the Members recorded in favour of or against such resolution.

If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe, and the result of such poll shall be deemed to be the resolution of the Association.

#### **4.11 Minutes**

An official copy of the minutes of each annual meeting and special meeting, signed by the Chair, shall be retained in the records of the Association.

#### **4.12 Written Resolution**

A resolution in writing and signed by every Member who would be entitled to vote on the resolution at a Members' meeting is as valid as if it was passed by such Members at a Members' meeting. Any such resolution may be signed in counterpart.

## **ARTICLE 5 DIRECTORS**

### **5.1 Number**

The number of directors of the Association shall be a minimum of five and a maximum of twenty.

### **5.2 Eligibility**

Any individual may be a Director if that individual is a citizen of Canada, is a Member in good standing, and has attained nineteen (19) years of age.

### **5.3 Election of Directors**

At each annual meeting at which the election of Directors are to take place, Directors shall be elected by the Members from the nominations provided by the Board in accordance with the policies of the Association.

### **5.4 Term**

In 2015, for all Directors elected that year the term of office shall be for one (1) year, two (2) years, or three (3) years, staggered as determined by the Board.

For every year following 2015 all Directors terms shall be for three (3) years. There shall be no limit on the number of terms for which a Director may be appointed.

Directors shall continue to hold office until the conclusion of the next annual meeting, at which their successors are elected or until their office is vacated. Newly elected Directors take office immediately following the annual meeting.

### **5.5 Vacation of Office**

A Director ceases to hold office when that individual:

- (a) dies or resigns;
- (b) is removed from office by a majority resolution of the Board of Directors in accordance with Section 5.14;
- (c) ceases to be an Member.
- (d) Members can also remove Directors by special resolution of 2/3rds of membership pursuant to the terms of the Corporations Miscellaneous Provisions Act.

### **5.6 Filling Vacancies**

If the office of a Director becomes vacant, the Board of Directors shall meet and elect a qualified individual to fill the vacancy for the balance of the unexpired term.

### **5.7 Calling of Meetings**

Meetings of the Directors shall be held at such time and place as the Chair of the Board of Directors, the President or any two Directors may determine.

### **5.8 Notice of Meetings**

Notice of the time and place of each meeting of Directors will be given to each Director not less than five (5) days before the date when the meeting is to be held. No notice of a meeting will be necessary if all the Directors are present or if those absent waive notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the board of directors need not specify the purpose of or the business to be transacted at the meeting.

### **5.9 Meeting by Telephonic or Electronic Facility**

A meeting of the Board of Directors or of a Committee may be held by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate adequately with each other, and a Director participating in a meeting by such means is deemed to be present at that meeting.

### **5.10 Quorum**

A majority of Directors, or members of a committee of the Board, as the case may be, shall constitute a quorum at any meeting of the Board (which includes any meeting of the whole Board or any committee of the Board).

### **5.11 Voting at Meetings**

At meetings of the Board each Director shall have one vote and questions shall be decided by a majority of votes. In case of an equality of votes the Chair of the meeting shall not have a second or casting vote.

### **5.12 Written Resolution**

A resolution in writing and signed by every Director who would be entitled to vote on the resolution at a Board meeting is as valid as if it was passed by such Directors at a Board meeting. Any such resolution may be signed in counterpart.

### **5.13 Powers and Duties of the Board**

The business of the Association shall be managed by the Board who may exercise all the powers of the Association that are not required to be exercised by Members in a meeting, subject to these By-laws.

### **5.14 Removal of the Board**

The Board may, by majority resolution, remove any Director for any reason before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the Director in whose place he or she is appointed would have held office if he or she had not been removed.

## **ARTICLE 6 OFFICERS**

### **6.1 Appointment of Officers**

The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. An officer may, but need not be, a Director. Two or more offices may be held by the same person.

### **6.2 Description of Offices**

Unless otherwise specified by the Board, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) President – The President shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The President shall, subject to the authority of the board, have general supervision of the affairs of the Association. The President, shall, when present, preside at all meetings of the board of directors and of the members. The President shall have such other duties and powers as the board may specify.
- (b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- (c) Secretary – The Secretary shall:
  - (i) have responsibility for the preparation and custody of all books and records including:
    - A. the minutes of Members' meetings,
    - B. the minutes of Directors' meetings,
    - C. the register of Members, and
    - D. filing the annual requirements with the office of the Registrar, and
  - (ii) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Board, and
  - (iii) file with the Registrar:

- A. within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election
- B. a copy of every Special Resolution within fourteen (14) days after the resolution is passed, and

(iv) have other duties as assigned by the Board.

(d) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **6.3 Vacancy in Office**

The Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a Director, or
- (d) such officer's death.

If the office of any officer of the Association shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

## **ARTICLE 7 COMMITTEES**

### **7.1 Executive Committee**

- (a) The Board may form an “Executive Committee” consisting of the President, VP Finance and 1<sup>st</sup> Vice President and three other Directors elected from among themselves for a three (3) year period.
- (b) If the office of any officer of the Association shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.
- (c) The election of the Executive Committee will be held at a Director’s meeting at the expiry of the three (3) year period.
- (d) The Executive Committee shall, in the interval between the meetings of the Board, exercise all the powers of the Board in accordance with the direction of the Board; except those powers which, under the Act, a committee of the Board has no authority to exercise.

- (e) Meetings of the Executive Committee shall be held at the call of the Chair or at the written request by a majority of the Executive Committee. Meetings may be called on four (4) days' notice by telephone or other electronic means.
- (f) A majority of the members of the Executive Committee shall constitute a quorum.
- (g) The Executive Committee shall keep a record of all its meetings and actions thereof and such records shall be open at all times to the inspection of any Director and shall be submitted to the next succeeding Board Meeting.
- (h) Any committee member may be removed by resolution of the Board of Directors.

## **7.2 Committees**

The Board shall have power to constitute or dissolve any existing or other committees as, in its discretion, are deemed necessary or desirable for the conduct of the business of the Association and confer upon the committees the authority and assign to any committees the duties that it may from time to time determine, except those which, under the provisions of the Act, a committee of Directors has no authority to exercise.

## **ARTICLE 8 DUTY OF CARE, INDEMNIFICATION, AND INSURANCE**

### **8.1 Duty of Care**

Every Director and officer, in exercising the powers and discharging the duties of a Director or officer, shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **8.2 No Personal Interest**

No funds of the Association shall be paid to or be available for the personal benefit of any Member.

### **8.3 Conflict of Interest**

Directors who have, or could reasonably be seen to have, a conflict of interest, have a duty to declare this interest. The declaration should be made to the Members

- (a) upon nomination, and
- (b) if serving as a Director, when the possibility of a conflict is realized.

A conflict of interest does not prevent a Member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

#### **8.4 Indemnification of Directors and Officers**

The Association shall indemnify a Director or officer, a former Director or officer or a person who acts or acted at the Association's request as a Director or officer, or in a similar capacity, of another entity, and the heirs and legal representatives of such a person if such person:

- (a) acted honestly and in good faith with a view to the best interests of the Association; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing their conduct was lawful.

Such indemnity is in addition to and not in substitution for any rights, indemnities and protections to which any such person may otherwise be entitled.

#### **8.5 Insurance**

The Association may purchase and maintain insurance for the benefit of any person referred to in the preceding section to the extent permitted by the Act.

### **ARTICLE 9 EXECUTION OF INSTRUMENTS & BORROWING**

#### **9.1 Authorized Signatories**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

#### **9.2 Power to Borrow**

The Directors of the Association may, without authorization of the Members and subject to any other requirements of this Section,

- (a) borrow money on the credit of the Association for a period not to exceed 365 days;
- (b) invest, or otherwise deal with the monies or other property of the Association not immediately required in such manner as they may from time to time determine and
- (c) issue, reissue, sell, pledge or hypothecate debt obligations of the Association.

The Directors of the Association may, with the authorization of the Members:

- (a) borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary;

The Directors, with the authorization of Members by Special Resolution, may mortgage, hypothecate, pledge or otherwise create a security interest in all or any real property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

### **9.3 Books and Records**

The Members may inspect the annual financial statements and minutes of membership and Directors meetings at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any Member at any reasonable time within two days prior to the annual general meeting at the registered office of the Association.

## **ARTICLE 10 FINANCE**

### **10.1 Financial Year**

The financial year of the Association shall be as determined by the Board of Directors.

### **10.2 Financial Reports**

The Directors shall annually present to the Members a written report on the financial position of the Association. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure in the preceding fiscal year.

A copy of the financial report shall be signed by an auditor or, if there is no auditor, by two Directors.

A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

## **ARTICLE 11 NOTICE**

### **11.1 Notice**

Except as otherwise provided in these By-laws, notice may be given by the Association to any Member, or Director, either personally or by sending it by post, courier or electronic means to the last known address or registered office, or any address supplied to the Secretary of the Association for the purpose of giving notice.



### **11.2 Failure to Give Notice**

Accidental omission to give any notice to any Member, Director, or member of a committee or non-receipt of any notice or any error in a notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

### **11.3 Computation of Notice**

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

### **11.4 Waiver of Notice**

Any person entitled to receive notice under the By-laws may waive that notice or consent to a shorter notice period than may be stipulated therein. Waiver, either before or after the event referred to in the notice, shall cure any default in that notice.

## **ARTICLE 12 RULES OF ORDER**

### **12.1 Rules of Order**

Rules of Order for all meetings of Members and Board meetings shall be based upon Robert's Rules of Order; except in instances where specific procedures for meetings are provided in these By-laws.

## **ARTICLE 13 ENACTING, AMENDING OR REPEALING BY-LAWS**

### **13.1 Enacting, Amending or Repealing By-Laws**

Subject to the Act and the By-laws, the Members may at an annual meeting or special meeting called for that purpose, by Special Resolution, enact, amend, or repeal By-laws in relation to those matters authorized or required by the Act to be dealt with in By-laws.

Notwithstanding the above paragraph, no By-law and no amendment or repeal of a By-law shall be effective until Registrar approves of it.

## **ARTICLE 14 REPEAL**

### **14.1 Repeal**

The By-laws of the Association in force at the time of approval of these By-laws are repealed upon the coming into force and effective date of these By-laws.

The foregoing is hereby authorized as By-law No. 1 of the Association pursuant to a resolution of the Directors of the Association dated the \_\_\_\_\_ day of \_\_\_\_\_, 2015

**ENACTED** the \_\_\_\_\_ day of \_\_\_\_\_, 2015

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