

Whiteshell Cottagers Association Incorporated

The following shall be the general by-laws of the Whiteshell Cottagers Association Inc. (the "Association" or the "Corporation"):

GENERAL BY-LAWS

1. PURPOSE OF THE ASSOCIATION:

The Whiteshell Cottagers Association Incorporated is a volunteer non-profit organization that promotes the best interests of cottagers who lease or own land in the Whiteshell Provincial Park.

The Association represents the interests of cottagers to government and provides leadership and information to its members and other associations with common interests.

The Association advocates for fair and reasonable service and lease fees for cottagers and encourages good environmental stewardship on the part of cottagers and all other park users.

2. REGISTERED OFFICE

Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Winnipeg and at such place therein as the Directors may from time to time decide.

3. MEMBERSHIP

(a) Subject to Subsection 4(a) hereof, any cottagers owning or leasing land within the Whiteshell Provincial Park, or a designated immediate family member of the cottager, shall be entitled to apply to the Board of the Directors to be a member. Upon approval of such membership application by the Board of Directors and payment of the dues prescribed by the Directors from time to time, the persons within the classes described above may be admitted by the Directors as members of the Association.

(b) Membership in the Association shall be automatically revoked in the event that any member fails to pay the yearly dues of the Association, in the amount set by the Directors each year, within ninety (90) days after their due date (the due date being January 1 of each year, unless amended by the Directors).

The Directors may revoke the membership of any person who no longer owns or leases land within the Whiteshell Provincial Park, or their designate.

- (c) Membership may be denied or revoked for those persons deemed by the Directors to have conflicting interests to those of the Association or who no longer have an appropriate interest in the objectives of the Association, provided that the person shall first be given the opportunity to be heard at a meeting of Directors.
- (d) Memberships in the Association are not transferable, and lapse and cease to exist upon the death, resignation or expulsion of a member.
- (e) Any member may resign by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation, effective the date of delivery.

4. MEMBER CLASSES AND VOTING

- (a) There shall be no more than one voting member for each parcel of identifiable owned or leased cottage property in the Whiteshell Provincial Park. For clarity, each such property may have more than one member, but only one of such members may be designated as a “voting member” (referred to herein as a “Member”); other non-voting members are referred to as “Associate Members.” When the term “member” is used herein, the term includes Members and Associate Members. The Board of Directors may in its discretion create additional classes of non-voting members.
- (b) Each Member shall be entitled to one (1) vote on matters at a properly constituted meeting of members. Associate Members shall not be entitled to vote at meetings of the members.

5. RULES OF ORDER

The meetings and affairs of the Association shall be conducted in accordance with *Roberts Rules of Order*, except where otherwise determined by the Directors or as set out herein.

6. MEETINGS OF MEMBERS

All members of the Association, including Associate Members, may attend the annual meeting or other meeting of the members, but only Members may vote on any matters.

(a) Annual Meeting

Subject to the Act and the Articles of Incorporation, the annual meeting of the members shall be held at such place in Manitoba on such day in each year as the Board of Directors may from time to time determine.

(b) Special Meetings

Meetings of the members, other than the annual meeting, may be convened by order of the President or Vice-President or by the Board of Directors at any time. One third of the Directors may, without resolution of the Directors, convene a special meeting. In addition, twenty-five (25%) percent of the Members may convene a special meeting of the Members in the same manner as nearly as possible as that by which meetings may be convened by the Directors.

(c) Notices

- i. A notice stating the day, hour and place of meeting and the information respecting the business to be transacted, as required by the Act, shall be served, by placing the notice in the Association's newspaper, or served personally or by any of the following means:

- A. by prepaid mail sent to each Member entitled to vote at such meeting, or

- B. by electronic means such as e-mail or facsimile,

at least twenty-one (21) days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Corporation, or, if no address be given therein, then to the last address of such Member known to the Secretary; provided always that a meeting of members may be held for any purpose at any time and at any place without notice if all the Members entitled to notice of such meeting are present in person at the meeting or if the absent Members shall have signified their assent in writing to such meeting being held.

- ii. Where the provisions of this By-law as to notice have been duly observed, the non-receipt of any notice by any Member or Director shall not invalidate any proceedings or transaction at any meeting or otherwise.
- iii. Any Member or Director may at any time waive any notice required to be given under these By-Laws.

(d) Adjournment

The chair may, with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (e) At every meeting of members, the chair shall be taken by the President, if present, or in his absence, by the Vice-President, or if absent, a chair shall be elected by the Members present. A quorum at any meeting of members shall be one hundred (100) Members in good standing personally present. If a quorum is not present at the opening of a meeting of Members, and the Members present shall adjourn the meeting, fifty (50) Members shall constitute a quorum for any adjourned meeting.
- (f) The voting at general or special meetings of Members shall be by a show of hands, unless a poll is demanded by at least one Member. If a poll is demanded, it shall be taken forthwith without adjournment. In the case of equality of votes, the Chairman shall have a second or casting vote.
- (g) Subject to the provisions of the Act, any general or special meetings of Members may be held entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7. DIRECTORS

(a) Election

Directors of the Association shall be elected at the Annual General Meeting and must be Members or Associate Members in good standing. Two (2) Directors will be elected from and for each of the following lakes within the Whiteshell Provincial Park:

Barren Lake	Hunt Lake
Barrier Bay	Jessica Lake
Betula Lake	Lake George
Big Whiteshell Lake	Nora Lake
Brereton Lake	Nutimik Lake
Caddy Lake	Otter Falls
Dorothy Lake	Pointe Du Bois
Eleanor Lake	Red Rock Lake
Falcon lake	Star Lake
Florence Lake	West Hawk Lake
Green Lake	White Lake

In addition, for those lakes that have more than one hundred (100) identifiable cottage properties, there may be one additional Director for each additional fifty (50) identifiable cottage properties to a maximum of eight (8) Directors from and for any one lake. In order for a member to be considered for election as a Director for a particular lake, the member must own or lease land at that particular lake, or be a designated immediate family member of such cottager.

In addition to the Directors who are elected for the individual Whiteshell lakes set out above, three (3) additional Directors shall be elected at the Annual General Meeting as “directors at large”. The Director Nominating Committee shall be responsible for recommending up to three (3) candidates to stand for election as directors at large. Also, the Director Nominating Committee or the Executive Committee may recommend candidates to fill vacancies among directors at large. These recommendations shall be presented to the Board of Directors for final approval for presentation to the Members for election. These additional Directors may be referred to as “directors at large” but shall otherwise be the same as other elected Directors.

Prior to the Annual General Meeting, the Secretary of the Association shall certify the number of Directors entitled to be elected from each lake, and such certification shall be presented to the members at the Annual General Meeting prior to voting.

(b) Term of Office

All Directors shall be elected for a one-year term, or portion thereof if elected or appointed after the Annual General Meeting. Directors may be re-elected annually without limitation.

A Director who misses three (3) consecutive Meetings of Directors without sufficient cause may be considered for removal as a Director by the Board of Directors, provided that the Director shall first be given the opportunity to be heard at a meeting of Directors. It is understood that for the purposes of the three consecutive meeting requirement the only meetings that will be counted are meetings where the entire Board is invited to attend. In addition, the Board of Directors may set other attendance or participation requirements by providing written notice of such requirements to the Directors, in order for Directors to be considered for reelection the following year.

Subject to the restrictions set out in Section 7(a), vacancies which may exist on the Board of Directors from time to time, may be filled upon the recommendations of the Executive Committee and a resolution of approval from the Board of Directors.

- (c)** Meetings of Directors may be held at any place within Manitoba, as the Directors may from time to time determine. Meetings of Directors shall be called no less than three (3) times annually. A quorum for such meetings shall be ten Directors, and a majority vote of the Directors present shall be sufficient to pass any resolution or to decide a question. A meeting of Directors may be convened by the President or Vice-President. As well, a meeting may be convened by a written petition to the President from no less than ten Directors. In addition to the minimum of three Meetings of Directors

annually, Directors will be expected to attend other meetings where Directors are required to be present, such as Committee meetings or meetings of a portion of the Directors. It is understood, however, that for the purposes of the three-meeting annual minimum requirement, the only meetings that will be counted are meetings where the entire Board is invited to attend.

(d) Notice of a meeting of Directors shall be provided to Directors of the Corporation by any of the following means:

- i. by mail sent to each Director not less than fourteen (14) days before the meeting is to take place. For the purpose of mailing notice to any Director, the address of the Director shall be his or her last address recorded on the books of the Corporation; or
- ii. by electronic means such as e-mail or facsimile at least five (5) days before the meeting.

(e) A Director may in any manner and at any time waive notice of a meeting of Directors and attendance of the Director at a meeting of Directors shall constitute a waiver of notice of the meeting except where such 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.

(f) Notice of any meeting of Directors need not specify the purpose of the business to be transacted at the meeting except as required by the Act or as required by any other by-law of the Corporation.

(g) The continuing Directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

(h) Meetings by Electronic Meetings. Directors may participate in a meeting through use of electronic video screen communication, or other communications equipment so long as all of the following apply:

- i. Each Director participating in the meeting has access to the specific means of communications to be used and can communicate with all of the other Directors concurrently; and
- ii. each Director is provided with the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

- (i) **Written Resolutions.** A resolution signed by all of the Directors shall be as valid and effective as if passed at a meeting of Directors duly called, constituted and held.

8. DUTIES OF THE DIRECTORS

- (a) The Directors shall elect officers of the Corporation as President, Secretary and Treasurer. The Corporation may also have, at the discretion of the Directors, such other officers as may be appointed by the Directors. Any number of offices may be held by the same person. Unless otherwise set out herein, officers are required to be Members or Associate Members.

The Directors may choose to appoint a non-member as Secretary, Treasurer, Executive Director, or as Editor of the Echo newspaper.

- (b) The officers of the Corporation, other than the President, the President-Elect and Immediate Past President, shall be appointed annually or more often as may be required, by the Board of Directors, and shall hold office for one year from the date of appointment or until their successors are elected or appointed in their stead. The President shall be appointed for a two (2) year term. The President-Elect, if elected, shall be appointed for a two (2) year term, or a term ending at the expiry of the term of the then President, if earlier. The President, upon the expiry of their term, shall assume the office of Immediate Past President for a term of two (2) years.
- (c) Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors at any time.
- (d) Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on receipt of that notice by any other officer other than the person resigning, or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.
- (e) A vacancy in any office for any reason shall be filled in the same manner as this By-law provides for election to that office.
- (f) The Board of Directors shall appoint as required committees from among their ranks or the ranks of the membership.

- (g) The Directors shall act as a liaison between the membership and the Board of Directors on matters of concern to the members and to the welfare of the Association and its aims.
- (h) The Directors shall decide questions of membership, policy, special donations, programs, honorariums, purchase and/or sale of Association property, annual membership dues, newspaper management matters and any other business relating to the Association that does not require approval before the membership.

9. Executive Officers and Committees

- (a) **President** – shall preside over the proceedings of all meetings and shall call Executive Committee and Directors Meetings as necessary to fulfill the By-Laws and the needs of the Association. Under the guidance of the Directors, the President shall act as the liaison between the Government of Manitoba and the Association on matters affecting the Association, its members, and the Whiteshell Provincial Park. The President shall act as the official spokesperson for the Association.
- (b) **President-Elect** – if elected, may become the President upon the expiry of the President's term and shall in the absence of the President, or in the inability of the President to serve, assume the powers and the responsibilities of the President.
- (c) **Vice-President** – shall assume the responsibilities as designated by the President and, in the absence of the President and the President-Elect, shall assume the powers and responsibilities of the President. There may be one or more Vice-Presidents, and they may have geographical responsibilities for the North Whiteshell or the South Whiteshell.
- (d) **Secretary** – unless otherwise permitted in writing by the President, the Secretary shall attend all meetings of Directors and of Members, and shall record all votes and minutes of such meetings. The Secretary shall give or cause to be given notice of all such meetings, and shall sign such minutes together with the President. The Secretary shall be the custodian of all Association records designated by the Directors. The Secretary is not required to be a member of the Association and may be appointed by the Directors from outside the ranks of membership in which case the Secretary would have no vote in any of the Association's proceedings. For clarity, if a person is appointed as an Executive Secretary Treasurer or Executive Secretary, they will have the roles and responsibilities of the Secretary in addition to any additional roles and responsibilities assigned by the Board of Directors, but that person shall not have the role of the Treasurer unless specifically appointed as Treasurer.

- (e) **Treasurer** – shall be responsible for the relationship with the banking institution designated by the Directors and shall provide general oversight and guidance on all financial matters. The Treasurer shall provide supervision and oversight of anyone who has been retained by the Association to provide services related to accounting entry, monthly financials preparation, banking requirements, insurance, all banking activity including cheque preparation and bill payments, membership payments and reporting.

The Treasurer shall provide interim financial reports to the Board of Directors quarterly or as otherwise directed by the Board of Directors, and shall provide the annual financial reports of the Association to the Directors for presentation at the Annual General Meeting. The annual financial reports to be presented at the Annual General Meeting shall be reviewed by a qualified accountant or accounting firm designated by the Directors.

- (f) **Immediate Past President** – shall provide expertise and guidance to the Executive Officers.

- (g) **Executive Committee** – All officers shall constitute an Executive Committee of the Board of Directors. It shall serve in the capacity of a steering committee to recommend matters of agenda, policy, business arrangements and the like for deliberation by the Directors.

- (h) **Officer Nominating Committee**. An Officer Nominating Committee shall exist within the Executive Committee and shall consist of the Immediate Past President, President and President-Elect, and any other Directors appointed by the Executive Committee. It shall be responsible for recommending replacements for the Executive Officers from time to time, said recommendations to be presented to the Board of Directors for final approval.

- (i) **Executive Committee Meetings** - Meetings of the Executive Committee shall be called by the President. A quorum for such meetings shall be three Executive Officers who are Directors. A majority vote of those present shall be sufficient to conduct Executive Committee business. The Executive Committee may, at its option, from time to time, invite the participation of other Directors at Executive Committee meetings. Notice of an Executive Committee meeting shall be provided by electronic means such as e-mail or facsimile at least five (5) days before the meeting. A member of the Executive Committee may in any manner and at any time waive notice of a meeting, and attendance of the member at a meeting shall constitute a waiver of notice of the meeting except where the member attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- (j) **Director Nominating Committee** - A Director Nominating Committee shall consist of the Immediate Past President and two other Directors. The two Directors will be selected by the Executive Committee. The Director Nominating

Committee shall be responsible for recommending replacements for the Directors and to provide a list of Directors to be voted upon by Members at the Annual General Meeting.

10. Directors Interested in Other Organizations

(a) Loans. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the Corporation may, but shall not be required to, advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Director or Officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(b) Conflict of Interest. A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act, and except as provided by the Act, no such Director shall vote on any resolution to approve such contract. No Directors shall be disqualified from any office or vacate any such office by reason only of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or member or by reason of being otherwise in any way directly or indirectly interested or contracted with the Corporation as vendor, purchaser or otherwise, or being concerned with any contract or arrangement made or proposed to be entered into with the Corporation in which the Director is any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall in any way directly or indirectly be interested shall be avoided or voidable.

(c) Submission of Contracts or Transactions to Members for Approval. The Board of Director in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any special meeting of members called for the purpose of considering the same and, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Articles of Incorporation or this By-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

11. For Protection of Directors, Officers and Others

(a) Limitation of Liability - No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or 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 by order of the Board 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 his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such individual's office or in relation thereof, unless the same are occasioned by such individual's own willful neglect or default, provided that nothing herein shall relieve any Director or officer of any liability imposed upon such individual by the Act.

(b) Indemnity - Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of another corporation of which this Corporation is or was a shareholder or creditor, and such individual'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 by such individual in respect of any civil, criminal or administrative action or proceeding to which such individual is made a party by reason of being or having been a Director or officer of this Corporation or another corporation referred to above, if

- i. such individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual has reasonable grounds for believing that such individual's conduct was lawful.

(c) The Corporation shall, with the approval of a court, indemnify any person referred to in Section 11(b) in respect of an action by or on behalf of the Corporation or another corporation to procure judgment in its favour, to which such individual is made a party by reason of being or having been a Director or an officer of the Corporation or another corporation referred to in Section 11(b), against all costs, charges and expenses reasonably incurred by such individual in connection with such action if such individual acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual had reasonable grounds for believing that such individual's conduct was lawful.

(d) In accordance with the provisions of the Act, the Corporation shall indemnify any person referred to in Section 11(b) who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which such

individual is made a party by reason of being or having been a Director or officer of the Corporation or another corporation referred to in Section 11(b), against all costs, charges and expenses reasonably incurred by such individual in respect of such action or proceedings.

(e) Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine.

12. Appointment of Staff

The Board of Directors may from time to time appoint one or more persons as a General Manager, Executive Director, Executive Secretary Treasurer, Executive Secretary or similar position, who is not one of the Directors of the Corporation, and may delegate to such individual authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by the Act or the Articles of Incorporation must be transacted or performed by the Board of Directors or by the Members in general meeting). Such individual shall report to the President, or the President's designate, and shall conform to all lawful orders given to them by the Board of Directors of the Corporation. The President shall at all reasonable times give to such individual all information they require regarding the affairs of the Corporation.

13. Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the Corporation will be signed by any two officers, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Cheques will be signed by two officers, one of whom is the President or Treasurer. Electronic transfers of funds at the Corporation's bank in amounts up to a daily amount to be determined by the Board of Directors may be authorized by the Secretary or Treasurer. Electronic transfers of funds that are authorized by the Secretary may be done only with a prior written direction from the Treasurer or President; provided that if the Secretary and Treasurer are the same person then the written direction must come from the President. In addition, the Board of Directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally, to sign specific contracts, documents or instruments in writing, or to authorize electronic transfers of funds under conditions or for amounts different from that set above.

14. Fiscal Year

The Fiscal Year of the Association shall be from the first day of January to the thirty-first day of December of each year, unless changed by the Board of Directors.

15. Code of Ethics

The Board of Directors may from time to time adopt, repeal, amend or vary codes of ethics and policies to be followed by Members. Any such codes of ethics and policies or variations or repeal thereof shall be submitted to the Members for approval and upon approval by a majority of Members shall be binding on all Members. A breach by a Member or a representative of a Member of any such codes of ethics or policies may be grounds for losing membership in the Corporation and this shall be in addition to the general provisions of these by-laws respecting the loss of membership.

16. Remuneration

The Directors as such shall not be entitled to any remuneration whatsoever. The Directors may establish honoraria for specific executive offices or services provided by individuals who are not Directors. Out-of-pocket expenses resulting from the pursuit of legitimate and authorized Association business (as determined by the Directors, at their discretion) shall be reimbursed.

No Director or Executive Officer shall gain profit from any business or contractual relationship with the Association, without full disclosure to, and obtaining the prior written approval of, the Board of Directors.

17. Seal of Association

The official seal of the Association shall be kept at a location determined by the Directors. Said seal shall not be affixed to any deed, instrument or document of any description unless authorized by the Board of Directors or Executive Committee and then only by and in the presence of at least two of the Directors who are also officers of the Association who shall respectively attest by their signatures that the seal has been duly affixed.

18. Restrictions on the Operation of the Association

No Director, officer or Member shall cause the Corporation to take any of the following actions, without prior authorization by a resolution of the Members:

- i. the giving of any security for, or any guarantee of any debt, liability or obligation of any person, or any mortgage, charge, pledge or other encumbrance of, any of the Corporation's assets;
- ii. the borrowing of any amount by the Corporation, other than credit cards used in the ordinary course of the Corporation's operations;
- iii. any material change in the purpose of the Corporation;
- iv. the making of, directly or indirectly, loans or advances to, or the giving of security for or the guaranteeing of the debts of, any person or corporation;
- v. the taking, holding, subscribing for or agreeing to purchase or acquire shares in the capital of any body corporate;
- vi. the entering into of a partnership or of any arrangement for the sharing of profits or losses with any person; or
- vii. the entering into of an amalgamation, merger or consolidation with any other body corporate.

19. Interpretation

(a) In these by-laws or any other by-law, special resolution or resolution, unless the context otherwise clearly requires:

- i. The "Act" means *The Corporations Act*, RSM 1987, c. C225, or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
- ii. "person" shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;
- iii. When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.

(b) The articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these by-laws nor are they intended to affect their interpretation.

20. Alteration of By-Laws

The By-Laws of the Corporation may be repealed or amended by a majority vote of the Directors confirmed by a majority vote of the Members at a meeting duly called for that purpose or at the Annual General Meeting. These by-laws repeal and replace all prior enacted by-laws of the Corporation.

Signed at Winnipeg in the Province of Manitoba this ____ day of _____, 2025.

President: _____

(other officer): _____