



BY-LAWS

Central West Zone

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Central West Zone.

1.2 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law)
- b) *Association* – the Central West Zone
- c) *Board* – the Board of Directors of the Association
- d) *Days* – days including weekends and holidays
- e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws
- f) *Majority* – A number that is more than half of a total
- g) *Member* – A Registrant of the Trillium Hunter Jumper Association with declared membership in this Association.
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws
- i) *Ordinary Resolution* – a resolution passed by the majority of the votes cast on that resolution
- j) *Registrant* – any individual who has paid the current year’s registration dues to the Trillium Hunter Jumper Association (THJA) and who is engaged in activities that are provided, sponsored, supported or sanctioned by this Association
- k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution

1.3 Registered Office – The registered office of the Association will be located at all times within the Province of Ontario.

1.4 Corporate Seal – The Association may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 No Gain for Members – The Association will be carried on without the purpose of gain for its members and any profits or other accretions to the Association will be used in promoting its objectives.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, providing such interpretation is consistent with the objects of the Association.

1.7 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.8 Interpretation – Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.9 Affiliation – The Association will at all times be affiliated with the THJA by appointing/electing a President and Vice President to act as zone delegate members of the THJA.

- a) It will be the responsibility of the Association to have on file with the THJA a current copy of its bylaws, policies, yearly financial statements and proof of liability insurance.

1.10 THJA and EC Rules – The Association will comply with the rules as mandated by Trillium Hunter Jumper Association (THJA), and Equestrian Canada (EC). In the event there is a conflict between the Associations' rules and those of the THJA or EC, the rules mandated by THJA or EC will take precedence.

ARTICLE II

MEMBERSHIP

Categories of Membership

2.1 Categories – The Association has one (1) category of membership known as Members.

Qualifications for membership

2.2 Member – a Registrant of the Trillium Hunter Jumper Association with declared membership in this Association.

Admission of Members

2.3 Admission of Members - No individual will be admitted as a Member of the Association unless:

- a) The candidate member has made an application for membership in a manner prescribed by the Association;
- b) The candidate member has agreed to be bound by the By-laws, policies, rules and regulations of the Association;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate member has paid dues as prescribed by the Board.

2.4 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons will be provided.

Membership Dues and Duration

2.5 Year & Duration - Unless otherwise determined by the Board, the membership year of the Association will be January 1st – December 31st.

2.6 Dues – Membership dues will be determined by the Board of Directors in agreement with the Trillium Hunter Jumper Association.

Suspension, and Termination of Membership

2.7 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Association's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.8 Termination – Membership in the Association will terminate immediately upon:

- a) The expiration of the Member's annual registration, unless renewed in accordance with these By-laws
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws

- c) Resignation by the Member by giving written notice to the Association. The Member's resignation will become effective the date on which the request is received by the Association.
- d) Dissolution of the Association
- e) By Special Resolution of the Board at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.9 May Not Resign – A Member may not resign from the Association when the Member is subject to disciplinary investigation or action of the Association.

2.10 Arrears – A Member may be expelled from the Association for failing to pay membership dues or monies owed to the Association, the THJA, EC or OEF by the deadline dates prescribed by the applicable association.

2.11 Discipline – In addition to expulsion for failure to pay membership dues, or monies owed, a Member may be suspended or expelled from the Association in accordance with the Association's policies and procedures relating to discipline.

2.12 Reciprocity – Upon written notification any discipline, sanction or expulsion implemented by the THJA, EC or the OEF against a Member will be recognized and enforced by the Association as if implemented by the Association.

Good Standing

2.13 Definition – A Member of the Association will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership; or had other membership restrictions or sanctions imposed
- b) Has completed and remitted all documents as required by the Association;
- c) Has complied with the By-laws, policies and rules of the THJA, EC, OEF and the Association;
- d) Is not subject to a disciplinary investigation or action by the Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership dues and monies owed.

2.14 Cease to be in Good Standing – Members who cease to be in good standing will have privileges suspended and will not be entitled to vote at meetings of members and where the member is a director, at meetings of directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III

MEETINGS OF MEMBERS

3.1 Annual Meeting - The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end.

3.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.4 Notice - Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, and the Auditor (if required) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Officers, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice. Attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 Agenda – The agenda for the Annual Meeting may at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Appointment of Scrutineers

- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Board and Committee Reports
- h) Report of Accountant
- i) Appointment of Accountant
- j) Business as specified in the meeting notice
- k) New Business
- l) Election of Directors
- m) Adjournment

3.8 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board at least sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board or upon the sole discretion of the President or Designate. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all members with the agenda and the notice calling an Annual Meeting.

3.9 Quorum –20 voting members will constitute quorum

3.10 Closed Meetings – Meetings of Members will be open to all current members, proxy holders and closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.11 Voting Privileges - Members 18 years of age and older will have one (1) vote each.

Junior members may attend and participate in the meetings but are not entitled to vote. One parent/guardian on behalf of the junior member (under the age of 18 as of January 1st of the current competition year) may attend and participate in the meeting and is entitled to one vote.

3.12 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who will be non-voting and responsible for ensuring that votes are properly cast and counted.

3.13 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. A proxy holder may represent only one (1) Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Association; and
- d) Be submitted in writing to the Secretary of the Association at least two (2) business days prior to the meeting of the Members

3.14 Determination of Votes - Votes will be determined by a show of hands or electronic ballot unless a secret or recorded ballot is requested by the majority of Members.

3.15 Majority of Votes - Except as otherwise provided in these By-laws, an ordinary resolution will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of five (5) Directors.

4.2 Composition of the Board - The Board of Directors of the Association will consist of the following:

- a) President,
- b) Vice President,
- c) Secretary/Treasurer
- d) 2 Directors at large
- e) Past President Ex Officio

4.3 Eligibility - To be eligible for election as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be a member;
- c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have the power under law to contract;
- e) Have not been declared incapable by a court in Canada or in another country; and
- f) Not have the status of bankrupt.

Election of Directors

4.4 Nominating Committee – The Nominating Committee will be comprised of three Members of the Association as appointed by the Board of Directors.

4.5 Duties – The Nominating Committee will be responsible for accepting nominations for the election of the Board of Directors and may solicit or nominate additional candidates for the election of Board of Directors.

4.6 Nomination - Any nomination of an individual for election as a Director will include the written consent of the nominee by signed signature; and be submitted to a designate of the Nominating Committee fourteen (14) days prior to the Annual General Meeting.

4.7 Nominations from the Floor - Nominations for election as a director will be accepted from the floor of the meeting of members.

4.8 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination.

4.9 Circulation of Nominations - Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

4.10 Election – The election of Directors will take place as follows: (Zones to decide electoral rotation)

- a) The President and the first Director at Large will be elected by the membership at the Annual General Meeting in 2016.
- b) The Vice-President and second Director at Large will be elected by the membership at the Annual General Meeting held in 2017.
- c) The Secretary/Treasurer will be elected by the membership at the Annual General Meeting held in 2018.

4.11 Terms - Elected Directors will serve terms of three years and may hold office for a maximum of five (5) consecutive terms until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors.

4.12 Decision – Elections will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

Immediate Past President

4.13 Immediate Past President– The Immediate Past President is defined as the immediate last person to occupy the position of President who completed their full term and was not re-elected as a Director, removed or resigned.

4.14 Term of Immediate Past President – The Immediate Past President will serve a maximum term of one (1) year, unless they resign, are removed from or vacate their office.

4.15 Vacancy of Immediate Past President – If there is no Immediate Past President, as defined in section 4.13, the position of Immediate Past President will remain vacant.

Resignation and Removal of Directors

4.16 Resignation - A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is received by the Board. Where a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.17 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director is found by a court to be of unsound mind;
- b) The Director becomes bankrupt; or
- c) The Director dies.

4.18 Removal – A Director may be removed by Special Resolution of the Members present at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.19 Vacancy - Where the position of a Director becomes vacant for whatever reason the Board may appoint a qualified member to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.20 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the President or 40% of Directors holding office.

4.21 Special Board Meeting - A special meeting of the Board of Directors may be called at any time by the President, or upon the written requisition of twenty (40%) per cent or more of the voting members of the Board of Directors. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

4.22 Chair – The President will be the Chair of all Board meetings unless otherwise designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.23 Notice – Notice, served other than by mail, of Board Meetings will be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.24 Number of Meetings – The Board will hold at least two (2) meetings per year.

4.25 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of the voting Directors holding office.

4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands or orally on teleconference unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

4.27 Closed Meetings – Meetings of the Board will be closed to members and the public except by invitation of the Board.

4.28 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology.

Powers of the Board

4.29 Powers of the Association – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties and functions.

4.30 Managing the Affairs of the Association – The Board may make policies, procedures, and manage the affairs of the Association in accordance with the Act and these By-laws.

4.31 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.32 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Association and all disputes will be dealt with in accordance with such policies and procedures.

4.33 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association.

4.34 Borrowing Powers – The Board may borrow money upon the credit of the Association as it deems necessary.

ARTICLE V

OFFICERS & COMMITTEES OF THE BOARD

5.1 Duties - The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Association, will preside at the Annual and Special Meetings of the Association and at meetings of the Board and will be the official spokesperson of the Association, oversee and supervise office staff and will perform such other duties as may from time to time be established by the Board.
- b) The Vice-President will support and assist the President in all duties and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer: will attend all meetings of the Board and Members, keep proper accounting records as required by the *Act*; will cause to be deposited all monies received by the Association in the Association's bank account, will supervise the management and the disbursement of funds of the Association, when required will provide the Board with an account of financial transactions and the financial position of the Association, will prepare annual budgets. They also will perform such other duties as may from time to time be established by the Board.
- d) The Secretary will be responsible for the documentation of all amendments to the Association's By-laws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of the Members, the Board and Committees of the Association. They will perform such other duties as may from time to time be established by the Board.
- e) The Director(s) at Large will support and assist the Officers in all duties and will perform such other duties as may from time to time be established by the Board.

Other Committees

5.2 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Association and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions.

5.3 Quorum - A quorum for any committee will be the majority of its voting members.

5.4 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.5 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.6 President Ex-officio - The President will be *ex-officio* (non-voting) member of all Committees of the Association.

5.7 Removal - The Board may remove any member of any Committee.

Remuneration

5.8 No Remuneration - All Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.9 Conflict of Interest – A Director or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Association will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VI

FINANCE AND MANAGEMENT

6.1

Fiscal Year – The fiscal year of the Association will be January 1st to December 31st, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Association will be conducted at such financial institution as the Board may designate.

6.3 Auditors/Certified Accountant – At each Annual General Meeting the Members will appoint an Auditor or Certified Professional Accountant (CPA), and fix their remuneration. The Auditor/CPA will examine the books of account of the Association, vouchers for all payments and certify the usual statements or receipts and expenditures and assets and liabilities for the year for presentation to the next Annual General Meeting.

6.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- e) The financial statements;
- f) The auditor/accountant's report; and
- g) Any further information respecting the financial position of the Association.

6.5 Books and Records - The necessary books and records of the Association required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- f) The Association's articles and By-laws;
- g) The minutes of meetings of the Members and of any committee of Members;
- h) The minutes of meetings of the Directors or any committee of Directors;
- i) The resolutions of the Directors and of any committee of Directors;
- j) A register of Directors;
- k) A register of Members;
- l) Account records adequate to enable the Directors to ascertain the financial position of the Association on a quarterly basis.

6.6 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two individuals being any two of the President, Vice-President or Secretary/Treasurer. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.7 Property - The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.8 Borrowing - The Association may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE VII

AMENDMENT OF BYLAWS

7.1 Voting – These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these By-laws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

7.2 Notice in Writing – Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which changes to the Bylaws are to be considered, and is to be delivered to voting Members thirty (30) days prior to meeting at which changes to the Bylaws are to be considered.

7.3 Waiver of Notice – Notwithstanding any other provisions of these Bylaws, the notice provisions of Article 7.2 may be waived by an affirmative vote of not less than three-fourths (3/4) of the Members present and entitled to vote.

7.4 Effective Date – By-law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the Members at a meeting of the Members.

ARTICLE VIII

NOTICE

8.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Association, Director or Member, as the case may be.

8.2 Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX

DISSOLUTION

9.1 Dissolution - Upon the dissolution of the Association, any funds or assets remaining after paying all debts will be distributed to one or more organizations with similar objectives as the Association as determined by the Board of Directors.

ARTICLE X

INDEMNIFICATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director.

10.2 Will Not Indemnify - The Association will not indemnify a Director or any other person for acts of fraud, dishonesty, or bad faith.

10.3 Insurance - The Association will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI

FUNDAMENTAL CHANGES

11.1 Fundamental Changes – Under the jurisdiction of the Ontario Not-for-Profit Corporations Act, a Special Resolution of all Members present (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Association.

11.2 Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Add, change or remove any restriction on the activities that the Association may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XII

ADOPTION OF THESE BYLAWS

12.1 Adoption by Board – These Bylaws are adopted by the Board of Directors of the Association at a meeting of the Board duly called and held on December 5, 2016.

12.2 Ratification – These By-laws are ratified by a Special Resolution of the Members of the Association present and entitled to vote at a Meeting of Members duly called and held on **DATE**.

12.3 Repeal of Prior By-laws - In ratifying these By-laws, the Members of the Association repeal all prior By-laws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.