

THE OPIMIAN SOCIETY /LA SOCIÉTÉ OPIMIAN

GENERAL BY-LAWS OF THE SOCIETY

By-Law No. 1 – 2017

1. INTERPRETATION

1.1 DEFINITIONS AND INTERPRETATIONS. Unless there exists an express provision to the contrary or unless the context clearly indicates otherwise, in these By-laws:

“**Act**” shall mean the *Companies Act*, R.S.Q., c. C-38, and any amendment thereto, either past or future, and shall include, in particular, any act or statute which may replace it, in whole or in part; and shall also mean the regulations under the Act, as amended from time to time;

“**By-laws**” shall mean the present general By-laws;

“**director**” shall mean any person holding the office of director whatever title may be ascribed to such person and shall include, in particular, any replacement director; and “**Board of Directors**” shall mean the body of the Society made up of all the directors;

“**member**” shall mean any person satisfying the requirements for membership to the Society stated herein at Section 11;

“**officer**” shall include any director appointed to any position created under Section 8.1 of these By-laws;

“**simple majority**” shall mean over fifty percent (50%) of the votes cast at a meeting of the members, of the Board of Directors or of any committee; and

“**Society**” shall mean, The Opimian Society/La Société Opimian, being the legal person constituted pursuant to Part III of the Act.

1.2 PRECEDENCE. In the event of a contradiction between the Act, the letters patent or the By-laws, the Act shall prevail over the letters patent and over the By-laws, and the letters patent shall prevail over the By-laws.

1.3 HEADINGS. The headings used in these By-laws are for reference purposes only and they shall not be considered in the interpretation of the terms or provisions in these By-laws.

1.4 GENDER REFERENCE. All references herein to the masculine gender shall be deemed to encompass the feminine gender.

2. HEAD OFFICE

2.1 HEAD OFFICE. The head office of the Society shall be located at the City of Montreal, in the Province of Quebec, Canada.

3. SEAL OF THE SOCIETY

3.1 FORM AND CONTENTS. Unless a different form or content are approved by the directors, the seal of the Society shall consist of two (2) concentric circles between which shall appear the corporate name of the Society.

3.2 SAFEKEEPING AND USE. The seal shall be kept at the head office of the Society or at such other place as may be determined by the Board of Directors and the Secretary of the Society, or such other director or officer appointed by the Board of Directors, may affix it to a document issued by the Society.

4. BOOKS AND REGISTERS

4.1 BOOKS AND REGISTERS OF THE SOCIETY. The Society shall adopt one (1) or more books in which the following documents are to be kept:

- a) A copy of the letters patent of the Society;
- b) The By-laws of the Society and any amendments thereto;
- c) The minutes of all proceedings of the meetings of members, directors and of other committees founded by the Board of Directors;
- d) A register of the persons who are or have been directors of the Society indicating the name, address and the profession of each one of them as well as the date of the commencement and, as the case may be, of the end of their term of office; and
- e) A register of the members indicating the member number, name and mailing address of each member and the date of his registration as a member.

4.2 SAFEKEEPING. The Corporate Record Book or Book(s) shall be kept at the head office of the Society or at any other place determined by the Board of Directors.

5. DIRECTORS

5.1 COMPOSITION. The Society shall be managed by a Board of Directors comprised of ten (10) directors. A director must be a member of the Society. An employee of the Society or a family member of an employee shall not be qualified to serve as a director.

5.2 ELECTION. The directors shall be elected by simple majority of the members at the annual general meeting of the members of the Society.

5.3 TERM OF OFFICE. The term of office of each director is one (1) year or two (2) years, but not more than two (2) years, commencing at the annual general meeting at which said director is elected. A director shall hold office until (i) the end of his term or (ii) the date his replacement has been appointed or elected.

5.4 RESIGNATION. Any director may resign from office at any time by forwarding a signed letter of resignation to the head office of the Society by courier or by registered mail or by e-mail, with a copy thereof to the President of the Society. The resignation shall

become effective on the date when the letter of resignation is sent to the Society or on the date specified in the letter by the resigning director.

5.5 REMOVAL OF DIRECTORS. Any director may be removed from office prematurely, by way of a resolution passed at a special meeting of the members of the Society called for this purpose, by a vote of two thirds (2/3) of the members present. The Board of Directors may, upon resolution passed by two thirds (2/3) of the directors then in office, excluding the director proposed to be removed, present a director for removal before the members in accordance with the previous sentence. The director against whom a request for removal from office is directed shall be notified of the place, the date and the time of the meeting called to remove him within the same time frame as provided for the calling of the special meeting of the members. Such director have the right to attend and to address the meeting or, in a written statement read by the chairman of the meeting, to put forth the reasons why he opposes the resolution proposing his removal from office.

If a removal of a director occurs according to this paragraph, the members may by simple majority vote elect a new director to replace the director who was removed from office.

5.6 VACATION OF OFFICE. The office of director shall be automatically vacated:

- a) if a director has resigned his office by delivering a written resignation to the chairperson or the Secretary of the Society;
- b) if a director ceases to be a member of the Society;
- c) if a director is found by a court to have an incapacity to care for himself and/or to administer his property (person of full age under curatorship or tutorship or under another similar regime, as the case may be);
- d) if a director becomes bankrupt or suspends payments or compounds with the director's creditors; or
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph, the Board of Directors by simple majority vote, may, by appointment, fill a vacancy. A director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

5.7 HONORARIUMS AND EXPENSES. The directors shall receive no remuneration with respect to their duties. The Board of Directors may adopt a resolution authorizing the payment of reasonable honorariums to directors and authorizing the reimbursement of directors for expenses incurred in the exercise of their duties. Nothing in these By-laws shall prevent a director from acting as an officer of the Society and from being compensated as such.

5.8 CONFLICT OF INTEREST AND OF DUTIES. A director shall avoid placing himself in a position of conflict of interest between his personal interest and that of the Society and

he shall declare any conflict of interest to the Board of Directors. In the event that a decision of the Board of Directors is required to be made in a matter in which a director is in a conflict of interest, such director shall recuse himself from the meeting, shall not participate in any discussions of the directors relating to such decision and he shall not vote on any such decision relating to such conflict. The Board of Directors may establish policies respecting conflict of interest in their discretion.

6. POWERS OF THE DIRECTORS

6.1 GENERAL RULE

The directors shall manage the business and affairs of the Society and make or cause to be made for the Society, in its name, any description of contract which the Society may lawfully enter into and generally, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Society is, by its letters patent or otherwise, authorized to exercise and do.

All acts done by any directors or by any person acting as a director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the directors or of such person acting as a director or that they or any of them were disqualified, be as valid as if the directors or such other person, as the case may be, had been duly elected and were or was qualified to be directors or a director of the Society.

7. MEETINGS OF THE BOARD OF DIRECTORS

7.1 CALLING OF MEETINGS. The President, the Secretary or any two (2) directors may call a meeting of the Board of Directors. Such meetings shall be called by way of a notice sent by mail, by facsimile or by any other electronic means capable of being read and printed, to the last known address of the directors. If the address of a director does not appear in the Corporate Record Book, such notice may be sent to the address where, in the judgement of the sender, it is most likely to be received promptly by the director. The notice of the meeting shall specify the place, the date and the time of such meeting. In the event that the notice is called by means other than by regular mail, it must be sent no less than forty-eight (48) hours prior to the date set for the meeting. This term may be reduced to twenty-four (24) hours in instances deemed urgent by the President. In the event that the notice of a meeting is sent by regular mail, it must be sent no less than fourteen (14) days prior to the date set for the meeting. No formal notice is necessary if all of the directors are present at the meeting or waive notice thereof in writing.

7.2 ELECTION OR APPOINTMENT OF OFFICERS. Each year, immediately after the annual general meeting of the members, a meeting of the Board of Directors made up of the newly-elected directors shall be held, provided that a quorum exists, without a notice of meeting being required, for the purposes of electing or appointing the officers of the Society, and to deal with any other matters which may properly be raised thereat.

7.3 PLACE OF MEETINGS. Meetings of the Board of Directors shall be held at the head office of the Society or at any other place fixed by the directors.

- 7.4 QUORUM.** The directors may determine by resolution the quorum of the Board of Directors meetings, but until it is decided otherwise the quorum shall be the simple majority of directors then in office. The quorum shall be maintained for the duration of the meeting.
- 7.5 VOTE.** Each director has the right to one (1) vote and all questions submitted to the Board of Directors shall be decided by a simple majority vote of the directors voting. Voting shall be by a show of hands unless the chairman of the meeting or a director in attendance requests a ballot. If a ballot is held, the secretary of the meeting shall act as scrutineer and count the ballots. Neither attendance at nor voting by proxy shall be permitted at meetings of the Board of Directors. The chairman of the meeting shall not have a tie-breaking vote. In the event of an equal number of votes for and against a motion such motion shall be deemed not to have been passed.
- 7.6 PARTICIPATION BY WAY OF TECHNICAL MEANS.** A director may, with the consent of the simple majority of the directors of the Society, which consent may be given before, during or after the meeting, participate in a meeting of the Board of Directors by way of technical means, such as a telephone or teleconference, which enables them to communicate well with the other directors. In such a case, the director shall be deemed to have attended the meeting.
- 7.7 RESOLUTION IN WRITING.** A resolution in writing, signed by all of the directors entitled to vote on that resolution at a meeting of directors or of a committee of the Board of Directors, is as valid as if it had been passed at a meeting of directors or of a committee of the Board of Directors.
- 7.8 WAIVER OF NOTICE.** Any director may, in writing, by facsimile or by any other electronic means capable of being read and printed, and addressed to the head office of the Society, waive his right to receive notice of a meeting of the Board of Directors or of a change in the notice or even the holding of such meeting; such waiver may be given validly before, during or after the meeting in question. The attendance of a director at the meeting, in itself, shall constitute a waiver, except where he indicates that he is attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.
- 7.9 ADJOURNMENT.** The chairman of a meeting may, with the consent of the directors in attendance at a meeting of the Board of Directors, adjourn any meeting of the directors to another date and place, without having to give further notice to the directors. At the continuance of the meeting, the directors may validly decide on any matter which was not settled at the original meeting, provided a quorum is present. The directors who constituted the quorum at the original meeting need not be those constituting the quorum at the continuance of the meeting. If a quorum does not exist at the continuance of the meeting, the meeting shall be deemed to have ended with the previous meeting.
- 8. OFFICERS**
- 8.1 APPOINTMENT OR ELECTION.** The directors shall elect from among them one (1) President, one (1) Vice-President, one (1) Treasurer and one (1) Secretary for the purpose of representing the Society and carrying out the duties as it considers necessary. Any person, except for the President, may hold two such offices.

- 8.2 TERM OF OFFICE.** The term of office of the officers of the Society shall last until their successors are chosen by the Board of Directors, subject to the right of the directors to remove them from office prior to term.
- 8.3 RESIGNATION AND REMOVAL FROM OFFICE.** Any officer may resign from office at any time by forwarding a signed letter of resignation to the head office of the Society by mail, e-mail, by courier or by facsimile, with a copy thereof to the President, Secretary or Treasurer of the Society. By resolution passed by two thirds (2/3) of the Board of Directors then in office, the directors may remove from office any officer of the Society and appoint or elect his replacement.
- 8.4 REMUNERATION.** The remuneration of the officers of the Society shall be fixed by the Board of Directors.
- 8.5 POWERS AND DUTIES.** Except as otherwise provided in the letters patent, the directors shall determine the powers of the officers of the Society. The directors may delegate any or all of their powers to the officers, except for the powers which the directors are required to exercise themselves or those requiring the approval of the members of the Society. The officers shall also have the powers which are inherent in the nature of their office. In case of absence, incapacity, a refusal or failure to act or for any other reason the directors consider sufficient, the Board of Directors may delegate, exceptionally and for a determinate time period, the powers of an officer to any other officer.
- 8.6 PRESIDENT OF THE SOCIETY.** The President is the chief representative of the Society and Chairman of the Board of Directors. The President presides over meetings of the Board of Directors and at the meetings of the members. The President sees to the execution of the Board of Directors' decisions, signs all documents requiring the President's signature and fills such roles and duties as may be determined by the Board of Directors. The President shall not be entitled to a tie breaking vote at any meeting of the Board of Directors.
- 8.7 VICE-PRESIDENT.** The Vice-President shall exercise the powers and perform the duties as may from time to time be assigned by the directors or by the President. In the case of absence, incapacity, refusal or failure to act on the part of the President, such Vice-President as may be determined by the Board of Directors shall exercise the powers and perform the duties of the President as set out by the directors.
- 8.8 TREASURER.** The Treasurer shall generally manage the finances of the Society. He shall deposit all funds and other valuable effects of the Society or ensure that such deposits are duly made in the name and to the credit of the Society in such banks or financial institutions as designated by the directors, and, whenever it be required of him, he shall present the President or the directors with an account of the financial condition of the Society and of all his transactions as Treasurer. He shall keep or see to the preparation, maintenance and keeping of the adequate account books and accounting records. He shall prepare, maintain and allow the books and accounts of the Society to be examined by any persons authorised to do so. He shall sign any contract, document or other instrument in writing requiring his signature. The Treasurer shall carry out all the duties delegated to him by the President or by the directors.

8.9 SECRETARY. The Secretary shall be responsible for the safekeeping of the documents and records of the Society. He shall act as secretary at the meetings of the Board of Directors and at the meetings of the members. He shall give, or see to the giving of, notice of meetings of the Board of Directors and its committees, as the case may be, and of the meetings of the members. He shall keep the minutes of all meetings of the Board of Directors and its committees, as the case may be, and of the meetings of the members in a book for that purpose. He shall be responsible for the safekeeping of the seal of the Society. He shall ensure the conservation of the records of the Society, including books containing the names and addresses of the directors and the members of the Society, together with copies of all reports made by the Society and of such other books and papers as the Board of Directors may direct. He shall be responsible for keeping and filing all books, reports, certificates and all other documents required by law to be kept and filed by the Society.

8.10 CONFLICT OF INTEREST. An officer shall avoid placing himself in a position of conflict of interest between his personal interest and that of the Society and he shall declare any conflict of interest to the Board of Directors. In the event that a decision of the Board of Directors is required to be made in a matter in which an officer is in a conflict of interest, such officer shall recuse himself from the meeting, shall not participate in any discussions of the directors relating to such decision and he shall not vote on any such decision relating to such conflict.

9. NOMINATION COMMITTEE AND OTHER COMMITTEES

9.1 COMPOSITION. The Nomination Committee shall be composed of three (3) members elected by the Board of Directors from among all of the directors of the Society.

9.2 VACANCIES. If any vacancies shall occur on the Nomination Committee by reason of death, resignation, removal from office or otherwise, the Board of Directors may, by resolution, fill the vacancy.

9.3 DUTIES. The Nomination Committee is responsible to ensure the proper succession of the directors for the Board of Directors. It shall determine, as required from time to time, the criteria for qualification and selection of applicants and the qualities, skills and experiences required for the proper operation of the Board of Directors. The Nomination Committee is responsible to identify, recruit and select qualified applicants from all members who apply in accordance with Section 9.4 and to recommend a list of qualified applicants to the Board of Directors.

9.4 NOMINATION FORM. The Nomination Committee shall notify the members of pending vacancies on the Board of Directors by issuing a "Call for Expressions of Interest" not less than sixty (60) days before the date of the Annual General Meeting or any general or special meeting of the members called for the election of directors. The Nomination Committee shall provide a Board of Directors Application form to members, either by making the form available to all members on the Society's website or by emailing the form to those members who have access to email. Any member in good standing and duly qualified to act as a director according to the Act and the By-laws of the Society may complete the Board of Directors Application form and return such form to the Nomination Committee by the date specified in the Board of Directors Application form for the close of applications. No applications shall be accepted after the date specified for the close of applications.

9.5 QUALIFICATION OF DIRECTORS. Directors shall be (i) individuals of the age of majority in the jurisdiction of residency, but in no event less than eighteen (18) years of age, (ii) at the time of their election and throughout the term of their office, be members of the Society and not disqualified to be directors of a legal person under the *Civil Code of Québec*. Directors shall sign a consent to act form as prescribed by the Society.

9.6 SELECTION BY BOARD OF DIRECTORS. From among the current directors of the Society and the list received in accordance with Sections 9.3 and 9.4 hereof, the Board of Directors shall create a group of ten (10) candidates to be submitted for election to the Board of Directors of the Society in accordance with the By-Laws.

9.7 NOMINATION COMMITTEE MEMBER EXPENSES. Members of the Nomination Committee are not remunerated for their services, but the Society shall cover all reasonable expenses incurred by them in the exercise of their duties.

9.8 OTHER COMMITTEES. In addition to the Nomination Committee, the directors may create permanent committees and ad hoc committees, as necessary, which shall have the powers and responsibilities as determined by the Board of Directors. Those persons appointed or elected to these committees need not be directors of the Society. The Society shall cover all reasonable expenses incurred by such committee members in the exercise of their duties.

10. PROTECTION OF DIRECTORS, OFFICERS AND REPRESENTATIVES

10.1 EXONERATION OF LIABILITY. Except as otherwise provided in the Act, the letters patent or in the By-laws of the Society, no director, officer or representative of the Society, or any of his heirs, executors or administrators, shall be held personally liable for acting or having acted for or in the name of the Society, or making or having made commitments in the name of the Society, in this capacity or in his capacity as agent of the Society, whether it be vis-à-vis the Society or third parties, in respect of the acts, conduct, things done or allowed to be done, omissions, decisions and all other acts and things done in the scope of his duties, whether done by him or by any other director, officer or representative of the Society. None of the above shall be interpreted in such a way as to relieve a director, officer or representative of the Society of his duty to act in accordance with the Act.

10.2 RIGHT TO INDEMNIFICATION. The Society shall indemnify its directors, officers or its representatives out of the funds of the Society:

- a) for all costs, charges and expenses which they sustain or incur resulting from any action, suit or proceeding brought or prosecuted against them for any act or thing done or permitted by them in the exercise of or in the execution of their duties;
- b) for all other costs, charges and expenses which they sustain or incur resulting from or in relation to the affairs of the Society, except those that are occasioned by their own neglect or wilful default.

11. MEMBERS

11.1 MEMBERSHIP. Membership in the Society shall be limited to individuals interested in the enjoyment of and the study of wine and spirits. The Board of Directors may, from

time to time, establish entrance fees, rules, and regulations for members in the Society and amounts to be paid annually as dues by each member of the Society. For greater certainty, no associations, partnerships, corporations or trusts may be a member of the Society. Membership to the Society shall be annual and members of the Society must be approved as such on an annual basis by resolution of the Board of Directors in its sole and absolute discretion.

11.2 MEMBERS. The members of the Society shall be such individuals who are admitted as members in accordance with Section 11.4 below.

11.3 RESIGNATION. Any member may resign by sending a written notice to the Secretary of the Society. His resignation shall be effective upon acceptance thereof by the directors or sixty (60) days after it was sent, whichever comes first.

11.4 APPLICATION FOR MEMBERSHIP. All individuals seeking membership in the Society must (i) be of the age of majority in their jurisdiction of residency, but in no event less than eighteen (18) years of age, and (ii) complete an application for membership which shall be forwarded to the Secretary of the Society. The Board of Directors may require any additional document or information to be provided with the application for membership. The Board of Directors, in its absolute discretion, shall approve applications for membership to the Society.

11.5 SUSPENSION. Any member who neglects to pay or who has not paid any annual membership dues for a period of three (3) months from the date when they are due may be suspended and thereby lose all rights such as the right to vote and the right to be presented as a candidate for director. Suspension shall be made by the Board of Directors by simple resolution. The Secretary of the Society shall inform the member of such suspension in writing. When amounts are due for more than four (4) months, the member is presumed to have resigned. In such a case, the member shall have to apply for membership as a new member pursuant to the provision of Section 11.4.

11.6 EXPULSION. Any member may be obliged to explain and to justify his actions if, in the view of the Board of Directors, his conduct is, was or may be contrary to the best interests or purposes of the Society or its By-laws. If the member refuses to attend such meeting at the Board of Directors' request or is unable to explain or justify his actions to the reasonable satisfaction of the Board of Directors, the Board of Directors may call for his resignation. Notwithstanding anything to the contrary herein contained, if the member refuses to resign, he may be expelled from the Society by a resolution of the Board of Directors for any reason whatsoever at a meeting of the Board of Directors called for this purpose. The member in question shall be entitled to be heard at the meeting of the Board of Directors.

12. MEETINGS OF THE MEMBERS

12.1 ANNUAL MEETING. Annual meetings of the members of the Society shall be held at the head office of the Society or at any other location in Canada as determined by the Board of Directors, within one hundred and eighty (180) days following the end of the fiscal year of the Society, on the date and at the time determined by resolution of the directors. At such meetings, the members shall receive and take notice of the Annual Report of the directors, the financial statements of the Society, including the Balance Sheet and Statements of Revenue and Expenditures and the Report of the Auditors, and

shall elect directors and appoint auditors, and take notice of, and decide on, any other matter which the annual meeting may legally consider. Furthermore, a special meeting of members may be held in conjunction with an annual meeting of members. Notice of a special meeting of members shall specify the general nature of the business to be transacted thereat and no other business than that specified in the notice shall be transacted.

- 12.2 SPECIAL MEETING.** A special meeting of the members may be called by the President or the Board of Directors when it is considered convenient for the due management of the affairs of the Society.
- 12.3 CALLING OF MEETING BY MEMBERS.** Upon the receipt by the Secretary of a requisition in writing, signed by the holders of not less than ten percent (10%) of the members of the Society, setting out the purposes of the proposed meeting, the directors, or, if there is not a quorum in office, the remaining directors or director, shall forthwith convene a special meeting of members for the transaction of the business mentioned in the requisition.
- 12.4 PLACE OF MEETING.** Meetings of the members shall be held at the head office of the Society or at any other place in Canada as determined by the Board of Directors.
- 12.5 PARTICIPATION BY WAY OF TECHNICAL MEANS.** The Board of Directors may, in addition to holding the meeting of members in accordance with Section 12.4, allow members to participate in a meeting of members by way of technical means (such as by telephone, teleconference or any other form of communication) enabling the members to communicate well with the directors and to hear the other members. In such a case, a member joining a meeting of members by technical means shall be deemed to have attended the meeting.
- 12.6 NOTICE OF MEETING.** A notice of the calling of any meeting of the members shall be sent to each member entitled to attend such meeting and/or vote thereat. This notice shall be sent by mail to his or her last-known address, or by any other electronic means capable of being read and printed, to the last known address or electronic address of a member. If the address of a member does not appear in the Corporate Record Book, such notice may be sent to the address where, in the judgement of the sender, it is most likely to be received promptly by the member. The notice of the meeting shall specify the place, the date and the time of such meeting and must be sent no less than twenty-one (21) days prior to the date set for the meeting. It shall not be necessary to make any newspaper or other publication of the notice.
- 12.7 CONTENTS OF NOTICE.** Any notice of the calling of a meeting of the members shall indicate the place, the date and the time of the meeting. A notice of the calling of an annual meeting need not necessarily specify the purposes of the meeting, unless the meeting is called to pass a by-law or to decide on any other matter which ordinarily would be submitted to a special meeting. A notice of the calling of a special meeting shall state the business which is to be transacted thereat.
- 12.8 IRREGULARITIES.** No material error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Society shall invalidate such meeting or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting.

- 12.9 CHAIRMAN OF THE MEETING.** The President shall preside at meetings of the members. In the absence of the President, the chairman of the meeting shall be such officer as the President may decide, or in the event that the President is incapacitated or has died, the chairman shall be decided by a simple majority vote of the Board of Directors then in office. The President or failing him, the chairman of the meetings of the members shall not be entitled to vote at any such meeting to break a tie vote.
- 12.10 QUORUM.** Unless the Act or the letters patent of the Society dictate otherwise, the attendance at a meeting of twenty-five (25) voting members shall constitute a quorum for that meeting. Where quorum is attained at the opening of a meeting of members, the members present may proceed with the business of the meeting notwithstanding the fact that the quorum is not maintained throughout the entire meeting.
- 12.11 ADJOURNMENT.** If a quorum is not present at a meeting of the members, those members present shall have the power to adjourn the meeting until the quorum is present. No notice is required for any adjourned meeting provided a quorum is reached. At the continuance of the meeting, the members may continue dealing with the business for which the original meeting was called.
- 12.12 VOTING.** Any member who has been a member in good standing for sixty (60) days prior to a meeting of members shall be eligible to vote. Any question submitted to a meeting of the members shall be decided upon by a vote of a show of hands, unless a ballot or electronic ballot is requested by the members and approved by a simple majority of the members present or unless the chairman of the meeting prescribes a ballot, electronic ballot or another voting method. At any meeting of the members, a statement by the chairman of the meeting to the effect that a resolution has been passed or defeated unanimously or by a specified majority shall constitute conclusive evidence thereof without it being necessary to prove the number or the percentage of votes cast in favour of, or against, the proposal. Neither attendance by proxy nor voting by proxy shall be permitted at meetings of the members of the Society.
- 12.13 VOTING BY BALLOT.** Voting shall be by ballot if the President or a simple majority of the members present so request. Each member shall deliver to the scrutineer a ballot containing the manner in which he shall be casting his vote.
- 12.14 SCRUTINEER.** The chairman of any meeting of the members may appoint one or more persons, whether or not they are officers or members of the Society, to act as scrutineer at any meeting of the members.
- 13. FISCAL YEAR AND AUDITOR**
- 13.1 FISCAL YEAR.** The fiscal year of the Society shall be determined by the Board of Directors.
- 13.2 AUDITOR.** The auditor shall be appointed by the members each year at the Society's annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors. No director, officer or employee of the Society, or associate of a director, officer or employee may be appointed auditor. If the auditor ceases for any reason whatsoever to hold office before the end of his term, the directors may fill the vacancy by appointing a replacement to serve the unexpired term.

13.3 MANDATE OF THE AUDITOR. The auditor shall complete the audit of the accounts and financial condition of the Society. He shall submit a report to the Board of Directors and confirm whether or not that the financial condition of the Society is presented in accordance with generally accepted accounting principles and whether or not, in the auditor's opinion, the financial statements of the Society present fairly, in all material respects, the financial position of the Society as of its fiscal year end in accordance with generally accepted auditing standards. The Board of Directors shall thereafter submit the auditor's report to the members at each annual meeting, together with the financial statements of the Society.

14. CONTRACTS, BILLS OF EXCHANGE AND BANKING

14.1 CONTRACTS. In the absence of a decision to the contrary by the Board of Directors, the deeds, securities, bonds and other documents requiring the signature of the Society may be signed by any two (2) of the President, the Secretary, the Treasurer, (or such other person as may be determined by the Board of Directors). The Board of Directors may also authorise by resolution, in general or specific terms, any person to sign any document in the name of the Society.

14.2 BILLS OF EXCHANGE. Cheques or other bills of exchange drawn, accepted or endorsed in the name of the Society shall be signed by such person or persons as may from time to time be authorized by Resolution of the Board of Directors, whether the persons so authorized be officers or directors of the Society or not. Any such authorized persons may endorse the bills of exchange in the name of the Society, for depositing into the account of the Society or for collection on account of the Society through its bankers. Any such authorised persons may discuss, settle, balance and certify all account books with the Society's bank and in its name; such authorised persons may also receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

14.3 DEPOSITS. The funds of the Society may be deposited to the credit of the Society with one or more banks or financial institutions situated either within or outside of Canada, as may be determined by the directors.

14.4 SECURITIES IN SURETY. The securities of the Society may be deposited in surety with one or more banks or financial institutions situated either within or outside of Canada, as selected by the directors. No securities so deposited may be withdrawn without the written authorisation of the Society signed by a representative duly authorised by the directors. Such authorisations may be in general or specific terms.

15. DECLARATIONS

The President, all officers and any other person authorised by the President are authorised to appear for and to answer for the Society for any brief, ordinance or discovery issued out of any court, to answer in the name of the Society on any attachment in which the Society is garnishee and to make any affidavit and sworn declaration in connection therewith or in connection with all other proceedings to which the Society is a party, to make demands of abandonment or petitions for winding-up or bankruptcy orders upon any debtor of the Society, to attend and vote at all meetings of creditors of the debtors of the Society, to grant proxies and to undertake any act or gesture that may be in the best interest of the Society.

16. ENACTMENT, REPEAL AND AMENDMENT OF THE BY-LAWS

The Board of Directors may from time to time, enact or pass by-laws not contrary to law and may repeal, amend or re-enact by-laws of the Society. However, every such by-law and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a special meeting of the members of the Society duly called for that purpose shall have effect only until the next annual meeting of the Society and in default of confirmation thereat shall, have and from that time only, cease to be in force.

ADOPTED the ____ day of _____, 2017.

CONFIRMED the ____ day of _____, 2017.

PRESIDENT

SECRETARY