Constitution and By-laws

Manitoba Diving Association

Revision Date: November 25, 2025

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CONSTITUTION OF
Manitoba Diving Association

ARTICLE 1: NAME OF ASSOCIATION

1.1 The Name of the association shall be Manitoba Diving Association, hereinafter called MDA.

ARTICLE 2: DIVING PLONGEON CANADA

2.1 MDA is a not-for-profit amateur diving association that is a member of Diving Plongeon Canada (DPC) and is managed by a volunteer board of directors for the general purpose of providing technical direction and funding for amateur diving programs in Manitoba.

ARTICLE 3: PURPOSE OF THE ASSOCIATION

3.1 The objectives of MDA shall be:

a) To promote, teach, foster, encourage and improve the art as well as the sport of diving in Manitoba.
b) To construct, publish and enforce laws for control and regulation of amateur diving under its jurisdiction and to deal with any infringements thereof.
c) To stimulate public opinion in favor of providing proper accommodation, adequate facilities and trained instructors for teaching and developing the art as well as the sport of diving.

ARTICLE 4: AMENDMENTS

4.1 This constitution may be amended at the annual general meeting of MDA, or at a special general meeting called for the purpose of amending the constitution, provided that notice in writing of the proposed amendment has been sent to each voting member at least twenty-one (21) days prior to such meeting, and that the meeting is held within fifty (50) days of receiving the written requisition.

4.2 Any voting member of the Association, in good standing, may propose an amendment to the Constitution of the Association. This proposal must be submitted in writing to the Association's Board of Directors and the proposed amendment will be presented to the Annual General Meeting or Special Meetings. All amendments must be submitted at least thirty (30) days before the respective meeting. No amendment to the Constitution of the Association shall be accepted from the floor at any meeting.

4.3 All amendments to the constitution shall be passed by a vote of at least two-thirds of the membership who are in attendance at the Annual General Meeting or Special General Meeting.

Done and passed this 25th day of November 2025 and signed by the proper officers of the Association.

MANITOBA DIVING ASSOCIATION INC.

PRESIDENT _____

SECRETARY _____

BY-LAWS OF
Manitoba Diving Association Inc.

ARTICLE 1: GENERAL

1.1 Purpose - These By-laws relate to the general conduct of the affairs of the MDA, a corporation incorporated under the Manitoba Corporations Act and referred to as the "Association" in these By-laws.

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

a) Act - the Manitoba Corporations Act (C.C.S.M. c. C225), as amended.
b) AFC – Aquatic Federation of Canada.
c) Association – Manitoba Diving Association.
d) Auditor - an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of the Association for a report to the Members at the next Annual General Meeting. The Auditor shall not be an Employee or a Director of the Association.
e) Board - the Board of Directors of the Association.
f) Constitution - A statement comprising the Association's purposes.
g) Director - an individual elected or appointed to serve on the Board pursuant to these By-laws.
h) Diving Year – September 1 to August 31.
i) DPC – Diving Plongeon Canada.
j) FINA – Federation International de Natation Amateur.
k) Member - shall include all categories of membership pursuant to these By-laws.
l) Officer - an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
m) Ordinary Resolution - a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
n) Special Resolution - a resolution passed by not less than two-thirds of the votes cast at a General Meeting of Members for which proper notice has been given.

1.3 Interpretation - Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as corporate bodies.

1.4 Ruling on By-laws - Except as provided in the Act, the Board shall have the authority to interpret any provision of these By-laws, which is contradictory, ambiguous or unclear.

1.5 Head Office - The head office of the Association will be in Winnipeg, Manitoba at such place therein as may from time to time be determined by the Board.

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

1.7 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 objects.

1.8 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

ARTICLE 2: MEMBERSHIP

Categories of Membership

2.1 Categories - The Association has the following classes of membership:
a) Regular Members
b) Associate Members

Qualifications for Membership

2.2 Regular Member - Any person, who is registered as a member of the Association, has agreed to abide by the Association's bylaws, policies, procedures and rules and regulations, has paid the dues established by the Board and has satisfied one of the requirement for admission below:

a) Diver – Any person who is training and/or competing at a provincial, national or international level.
b) Director – Any person elected or appointed as a director of the Association.
c) Coach – Any person who is certified as an NCCP Diving Coach
d) Instructor – Any person who has completed a NCCP Technical Diving Course
e) Official – Any person who has completed a CADA Officials Course
f) Lifetime Member – Any person who has provided extraordinary services to the Association as determined by the Board of Directors by special resolution.

2.3 Associate Member -- An individual or organization which is registered as a member of the Association, has agreed to abide by the Association's bylaws, policies, procedures and rules and regulations and has paid the dues established by the Board and has satisfied one of the requirement for admission below:

a) Recreational Diver – Any person who is training and/or competing at a local level.
b) Club – A diving club, which complies with the Association's definition of a Club (as per the Association's policy guidelines) and meets the requirements of the DPC Club Criteria.

Admission of Members

2.4 Admission of Members - No individual or organization 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 met the requirements defined in section 2.2 - 2.3;
c) The candidate member has been approved by majority vote as a member by the Board or by any committee or individual delegated this authority by the Board;
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, if any, as prescribed by the Board.

Membership Dues

2.5 Year - Unless otherwise determined by the Board, the membership year of the Association will be September 1st – August 31st.

2.6 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors.

2.7 Deadline -- The Board will determine the deadline date by which membership dues, where levied, must be paid.

Transfer, Withdrawal and Termination of Membership

2.8 Transfer – Membership in the Association is non-transferable.

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

a) The Members death.
b) The expiration of the Member's annual membership, unless renewed in accordance with these bylaws.
c) A Director's successor is elected or appointed in accordance with these Bylaws.
d) Resignation by the Member by giving written notice to the Association.
e) Dissolution of the Association.
f) Dissolution if the member is a corporation or representing a Corporation.

g) As determined by a decision making panel in accordance with the Association's applicable discipline policies.
h) Two-thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided reasonable notice is provided and the member is provided an opportunity to be heard.
i) Failing to pay membership dues or monies owed to the Association by the deadline dates prescribed by the Association. If membership dues or monies owed to the Association remain unpaid for an additional thirty (30) days from the notice of arrears, the Member may be removed from the Association by way or ordinary resolution of the Board.

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

Good Standing

2.11 Definition – A Member of the Association will be in good standing provided that the Member:
a) Has not ceased to be a Member;
b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
c) Has completed and remitted all documents as required by the Association;
d) Has complied with the Constitution, Bylaws, policies and rules of the Association;
e) 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
f) Has paid all required membership dues.

2.12 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members, receive notice of member meetings, attend member meetings, speak at member meetings and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership, including but not limited to programs or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE 3: MEETINGS OF MEMBERS

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Annual General Meeting – The Association will hold an Annual General Meeting on such a date and at such time and place as may be determined by the Board, provided the Annual General Meeting is held within fifteen (15) months of the last Annual General Meeting and not more than ninety (90) days after the fiscal year end.

3.3 Special General Meeting - A Special General Meeting of the Members may be called at any time by the Board, the President, or upon the written requisition of five (5%) percent or more of the voting Members of the Association. A Special Meeting will be called within twenty-one (21) days and held within fifty (50) days of receiving the written requisition. The Agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.4 Location and Date - The Association will hold meetings of Members at such date, time and place as determined by the Board. The board has the option to hold the AGM in person and/or virtually on-line.

3.5 Notice - Written notice of meetings of Members will be given to all Members at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.6 Adjournment – Any meetings of Members may be adjourned to any time and place as determined by the Board and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice will be required for any adjourned meeting.

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

a) Call to order
b) Establishment of Quorum
c) Appointment of Scrutineers
d) Approval of the Agenda
e) Declaration of any Conflicts of Interest
f) Adoption of Minutes of the previous Annual Meeting
g) Board, Committee and Staff Reports
h) Approval of Auditors Report and Financial Statements
i) Appointment of Auditors
j) Business as specified in the meeting notice
k) Election of new Directors
l) Adjournment

3.8 New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Association at least ten (10) days prior to the meeting date or upon the sole discretion of the President or designate.

3.9 Quorum – Quorum at a General Meeting will be five (5) voting Members, two of whom will be Directors of the Association.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.11 Voting Privileges - Members will have the following voting rights at all meetings of Members:

a) Regular Members eighteen (18) years of age and older may attend and participate in meetings of members and are entitled to one (1) vote.
b) Regular Members younger than eighteen (18) years of age may appoint one parent or legal guardian who may attend and participate in meetings of members and is entitled to one (1) vote.
c) Associate Individual Members eighteen (18) years of age or older may attend and participate in meetings of members but are not entitled to vote.
d) Associate Club Members may appoint a Delegate in accordance with Section 3.13 who may attend meeting of members but are not entitled to vote.

3.12 Delegates – Associate Club Members will appoint in writing (inclusive of electronic notice) to the Association, seven (7) day prior to the meeting of members, a Delegate to represent the Associate Club Member. Delegates must be eighteen years of age and older and a member in good-standing.

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

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

3.15 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, an Ordinary Resolution of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE 4: GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist a Club Representative from each Associate Member Club and up to ten (10) Directors as follows:

a) President
b) Treasurer
c) Secretary
d) Director
e) Director
f) Director (optional)
g) Director (optional)
h) Executive Director – *Ex Officio, Non-Voting*
i) High-Performance Coach – *Non-Voting (optional)*
j) Club Representative(s) – *Non-Voting(optional)*

Appointment of Directors

4.2 Executive Director – The director's position of Executive Director will be filled by virtue of the person holding the position as the Association's Executive Director. The Executive Director will be a non- voting Director and member of the Board of Directors.

4.3 High-Performance Coach– The director's position of High-Performance Coach will be filled by virtue of the person holding the position as the Association's High-Performance Coach. The High-Performance Coach will be a non- voting Director and member of the Board of Directors

4.4 Club Representative Director – The Club Representative Director(s) will be appointed by an ordinary resolution of Associate Club Member's Board of Directors and communicated to the Association at least seven (7) days prior to the Annual General Meeting.

Election of Directors

4.5 Eligibility - Any individual who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country and who does not have the status of bankrupt and is not a director or office of any Associate Member Club may be nominated for election as an elected Director.

4.6 Nominating Committee – The Board may appoint a Nominating Committee, which will be comprised of three individuals appointed by the Board of Directors. The Nominating Committee will be responsible to solicit nominations for the election of the Directors.

4.7 Nomination - Any nomination of an individual for election as a Director will:

a) Include the written consent of the nominee by signed or electronic signature; and
b) Be submitted to the Head Office of the Association seven (7) days prior to the Annual General Meeting.

4.8 Nominations from the Floor – Nominations for Directors may be accepted from the floor provided said nomination is in writing and accepted by the nominee.

4.9 Incumbents – Individuals currently on the Board of Directors wishing to be re-elected are not subject to nomination but most provide written notice to the Head Office of the Association seven (7) days prior to the Annual General Meeting.

4.10 Circulation of Nominations and Platforms - Valid nominations will be circulated to all voting members prior to elections.

4.11 Election – The election of Directors will take place annually at the Annual General Meeting as follows:

a) The President, Secretary, and Director-at-Large will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection b.
b) The Vice-President, Treasurer, and Technical Director will be elected by the membership at the Annual General Meeting held in alternate years to those elected in accordance with subsection a.

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. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

4.13 Terms - Elected Directors and the Club Representative Director will serve terms of two years and will hold office until their successors have been duly elected or appointed in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Directors will be eligible for re-election as Directors. Directors will not hold the same position for more than two consecutive terms unless approved by the board and the membership at the Annual General Meeting.

Resignation and Removal of Directors

4.14 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 approved 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.

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

a) The Director, without approval, fails to attend three (3) regular Board meetings;
b) The Director is found by a court to be of unsound mind;
c) The Director becomes bankrupt;
d) The Director is not a member; and
e) Upon the Director's death.

4.16 Removal – An elected Director may be removed before the expiration of their term by Ordinary Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Director has been given written notice of and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

4.17 Vacancy - Where the position of an Elected Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

4.18 Vacancy – Where the position of a Club Representative Director becomes vacant for whatever reason, the Associate Club Member will appoint another qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

4.19 Call of Meeting – The meetings of the Board of Directors will be held at any time and place as determined by the Board of Directors, the President or the Executive Director.

4.20 Notice – Written 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 seven (7) 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.

4.21 Number of Meetings – The Board will hold at least four (4) meetings per year.

4.22 Quorum – At any meeting of the Board of Directors, quorum will consist of a majority of Directors holding office, excluding the Executive Director.

4.23 Chair – The chair of a Directors meeting will be the President, and in the President's absence, the Board will appoint from among its members a Director to preside over the meeting.

4.24 Voting – Each Director is entitled to one vote, excluding the Executive Director, the Club Representative Director(s) and the High Performance Coach. Voting will be by a show of hands or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the Resolution is defeated.

4.25 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board, which may be based upon a written request.

4.26 Meetings by Telecommunications - A Director may, if all the Directors of the Association consent, participate in a meeting of directors or of a committee of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed to be present at that meeting.

4.27 Decisions in Lieu of Meetings - If all voting members agree to and sign a resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed

Powers of the Board

4.28 Powers of the Association – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Association and may delegate any of its powers, duties and functions. The Board shall be vested with the charge and control of Association and of its affairs, funds and properties.

4.29 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 Bylaws.

4.30 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.

4.31 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.

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

ARTICLE 5: OFFICERS AND EXECUTIVE COMMITTEE

5.1 Composition – The Officers will be comprised of the President, Secretary, Treasurer and the Executive Director.

5.2 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 meeting of Members, Board or Executive, will be the official spokesman of the Association, will oversee and supervise office staff, provide leadership, present a report to be presented at the Annual General Meeting and will perform such other duties as may from time to time be established by the Board.

b) The Treasurer will 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, provide the Board of Directors an up to date financial report of the Association, and will perform such other duties as may from time to time be established by the Board.

c) The Secretary will attend all meetings of the Board, will be responsible for the documentation of all amendments to the Association's Constitution and Bylaws, will ensure that all official documents and records of the Association are properly kept, cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Association and will perform such other duties as may from time to time be established by the Board.

d) The Executive Director will support the Board in carrying out its duties and will have the overall management responsibility for all programs and activities of the Association, and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Special Resolution of the voting Members in a meeting, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.

5.4 Vacancy - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint anther qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Executive Committee

5.5 Executive Committee - The Executive Committee will be comprised of the President, Treasurer and Secretary

5.6 Call of Meeting – Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Officers.

5.7 Number of Meetings – The Executive Committee will be held when required.

5.8 Quorum - Quorum will be a majority of the Executive's voting members.

5.9 Voting – Each Executive Committee member is entitled to one vote, excluding the Executive Director. Voting will be by a show of hands in the case of an in-person meeting, orally in the case of a teleconference, or electronically in the case of e-mail voting, unless a majority of the Executive Committee Members present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the Resolution is defeated.

5.10 Closed Meetings – Meetings of the Executive Committee will be closed to Members and the public except by invitation of the Board.

Other Committees

5.11 Appointment of Ad-hoc Committees - The Board may appoint such ad-hoc 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 except where prohibited by the Act, the Constitution or these Bylaws.

5.12 Committee Members - Except for the Executive Committee, any individual may be appointed to any committee by the Board, and once appointed will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee.

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

5.14 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.

5.15 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.

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

Remuneration

5.17 No Remuneration - All Directors, Officers and members of Committees, excluding the Executive Director, will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.18 Conflict of Interest – A Director, Officer, Executive Committee member 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 6: FINANCE AND MANAGEMENT

6.1 Fiscal Year – The fiscal year of the Association will be September 1st to August 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 Deposits and Withdraws – All securities, monies and cheques of the Association will be deposited for safekeeping in one of the Association's bank accounts and may be withdrawn by ordinary resolution of the Board of Directors.

6.4 Expenditures Over Five Thousand – Expenditures over one thousand dollars ($1,000) will be approved by the Board of Directors by special resolution at a meeting of the Board of Directors.

6.5 Signing Authority – All written agreements and financial transactions entered into in the name of the Association will be signed by two Officers. The Board of Directors may authorize other persons to sign on behalf of the Association.

6.6 Annual Budget – The President and the Treasurer will produce a formal fiscal year budget proposal for discussion and approval by ordinary resolution by the Board of Directors at the first Board meeting of the fiscal year.

6.7 Auditors - At each Annual General Meeting the Members will appoint an auditor to make a report to members on the financial statements of the Association and whether in the opinion of the auditor the financial statements fairly represent the financial position of the Association in accordance with generally accepted accounting principles. The auditor will hold office until the next Annual Meeting. The auditor will not be an Employee or a Director of the Association.

6.8 Books and Records - The necessary books and records of the Association required by these Bylaws or by applicable law will be necessarily and properly kept.

6.9 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.

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

ARTICLE 7: AMENDMENT OF BYLAWS

7.1 Member Amendment - Any voting member of the Association, in good standing, may propose an amendment to the By-laws of the Association. This proposal must be submitted in writing to the Association's Board of Directors at least forty-five (45) days prior to the meeting at which it is to be considered. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. No amendment to the By-laws of the Association shall be accepted from the floor at any meeting.

7.2 Notice in Writing – Notice in writing must be delivered to voting Members thirty (30) days prior to meeting at which it is to be considered.

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

7.4 Interim Amendments – The Association's Bylaws may be enacted or amended by ordinary resolution of the Board of Directors whenever required. Such by-laws or amendments must be presented at the next General Meeting for ratification by the members by way of special resolution. If they fail to be ratified, they will cease to be effective and may not be re-enacted by the Board of Directors for one calendar year.

ARTICLE 8: NOTICE

8.1 Written Notice - In these Bylaws, 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 9: DISSOLUTION

9.1 Dissolution - Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property will be distributed to other charitable organizations in accordance with the provisions of the Act.

ARTICLE 10: INDEMNIFICATION

10.1 Will Indemnify - The Association will indemnify and hold harmless out of the funds of the Association each Director and Officer, 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 or Officer.

10.2 Will Not Indemnify - The Association will not indemnify a Director or Officer 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 11: ADOPTION OF THESE BYLAWS

11.1 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 November 22nd, 2022.

11.2 Ratification – These Bylaws 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 November 22nd, 2022.

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