

BY-LAW NO. 1

I – GENERAL

A by-law relating generally to the transaction of the affairs of Fierté Fredericton Pride, a Corporation without share capital (NB Business Number: 779078138NP0001) incorporated and operating under the New Brunswick Companies Act, 1973.

BE IT ENACTED as a by-law of the Corporation as follows:

INTERPRETATION

DEFINITIONS

1.1 The following terms as used in the bylaws, resolutions of the Board and of the Members shall have meanings given to them below:

- i. “Act” means the New Brunswick Companies Act, 1973, as amended from time to time, and any successor legislation;
- ii. “AGM” means the annual general meeting of Members of the Corporation;
- iii. “Board” or “Board of Directors” means the board of Directors of the Corporation;
- iv. “Bylaws” means this By-law No. 1 and all other bylaws of the Corporation from time to time in force and effect;
- v. “Chair” means the chairperson of the Board and includes “Co-chair”;
- vi. “Corporation” means the corporation without share capital incorporated under the Act by letters patent dated November 30th, 1995 and amended on September 17, 2009 and as may be further amended and/or restated and/or supplemented and named Fierté Fredericton Pride;
- vii. “Director” means a member of the Board;
- viii. “Executive Committee” refers to Officers of the Board, including the Chair(s), Treasurer, Secretary, and additional Directors as decided by the Board.
- ix. “Letters Patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- x. “Member” means a registered member of the Corporation who has completed the annual Membership Application and has been approved by the Board;
- xi. “Membership Meeting” includes an AGM and a Special Meeting;
- xii. “Officer” means an officer of the Corporation appointed under the Act including,
 - (a) the Chair(s), the Secretary, the Treasurer, and Directors of the corporation, and
 - (b) any other individual who performs functions for the Corporation similar to those normally performed by an individual listed above;
- xiii. “Resolution of the Board” means a resolution that the Chair and/or the majority of Directors approve, as per section 28.1.
- xiv. “Special Meeting” means a special meeting of the Members of the Corporation.
- xv. “Special Resolution” means a Resolution of the Board (as per 1.1.xiii) and confirmed with or without variation by at minimum two-thirds (2/3) of the votes cast at a meeting of the Members of the Corporation duly called for that purpose.

HEAD OFFICE

2.1 The head office of the Corporation shall be in the City of Fredericton in the Province of New Brunswick.

FISCAL YEAR

3.1 Unless otherwise resolved by the Board of Directors, the fiscal year of the Corporation shall terminate on the last day of March in each year.

TERMS OTHERWISE DEFINED

4.1 Terms used in the bylaws, resolutions of the Board and of the Members, not otherwise defined here in or therein, shall have the meanings given to such terms in the Act, unless the context otherwise requires.

4.2 In the bylaws of the Corporation unless the context otherwise requires, words importing the singular number include the plural and vice-versa; words importing one gender include all forms of gender identity and gender expression, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

MEMBERSHIP

6.1 The Membership of the Corporation shall be limited to such individuals interested in furthering the objects of the Corporation, who identify within 2SLGBTQ+ communities, and whose application for admission to the Membership has received the approval of the Board of Directors, in its sole discretion, in each fiscal year.

6.2 Unless otherwise determined by the Board, the term of Membership commences as of the beginning of one AGM and ends at the beginning of the subsequent AGM.

6.3 Individuals shall be eligible for annual Membership in the Corporation if they meet all of the following criteria:

- i. acknowledge in writing support for the objects and activities, including the “Mandate” and “Values” of the Corporation, as amended from time to time;
- ii. be approved for Membership by Resolution of the Board; and
- iii. meet at least one of the following criteria:
 - (a) contribute at least six (6) hours of volunteer work to the Corporation;
 - (b) pay a Membership fee, to be determined by the Board; or
 - (c) apply to have the Membership fee waived by the Board.

6.4 Individuals who choose to pay a Membership fee, as per 6.3.iii(b) will not receive a refund regardless of volunteer work completed. Membership fees are non-refundable.

WAITING PERIOD

7.1 In the event that a person is eligible for a new term of Membership pursuant to section 6.3.iii(a), the Membership period shall only commence ten (10) days following the completion of the required volunteer time.

7.2 In the event that a person is eligible for a new term of Membership pursuant to section 6.3.iii(b) or section 6.3.iii(c) and the Board has approved the individual for Membership, the

Membership period shall only commence thirty (30) days following the payment of the Membership fee or Board approval of a fee waiver.

RIGHTS OF MEMBERS

8.1 Every Member in good standing each year is entitled to:

- i. receive notice, attend, and vote in person or by proxy at Membership Meetings, in accordance with the bylaws;
- ii. seek election as a Director of the Corporation only after one (1) year served as a Member in good standing as decided by Resolution of the Board, in accordance with the bylaws;
- iii. all other rights and privileges afforded by the Act.

8.2 Membership in the Corporation is not transferable.

PROXIES

9.1 Every Member entitled to vote at a Membership Meeting may appoint by an instrument in writing (a “Proxy”), in form and substance acceptable to the Corporation, a person (a “Proxyholder”) or one or more alternate Proxyholders, who need be Members, to attend and vote at a Membership Meeting in the manner, to the extent and with the authority conferred by the Proxy.

9.2 An individual may only hold one Member’s Proxy.

RESIGNATION AND TERMINATION

10.1 Membership shall cease:

- i. upon the death or incapacity of a Member;
- ii. if the Member resigns by written notice given to the Secretary of the Corporation;
- iii. if the Member does not renew their Membership at the end of the annual Membership period;
- iv. if the Member takes any action which, in the sole discretion of the Board of Directors, is deemed to be contrary to the objects, activities or interests of the Corporation, such Member may be removed by a Resolution of the Board, as per (10.1.vi).
- v. if the Member is deemed to contribute to the creation or maintenance of an environment which, in the sole discretion of the Board of Directors, is deemed to be discriminatory, hostile, unsafe, or otherwise unhealthy for Members and/or Directors of the Corporation, such Member may be removed by a Resolution of the Board, as per (10.1.vi).
- vi. Notice indicating the intent of removal by a Resolution of the Board shall:
 - (a) set out the grounds for the proposed Membership termination and advising the Member of the right to be heard prior to the Board voting on the resolution;
 - (b) be served upon the Member in accordance with the bylaws not less than seven (7) days prior to the Board Meeting.

MEMBER REGISTRY

11.1 The name and contact information of each Member shall be kept in a register at the Corporation's head office or such other place in New Brunswick as may be designated by the Board from time to time.

11.2 Members shall have the option to provide consent upon registration to have their name and electronic contact information made available to other Members through a private online register.

III – MEETINGS OF MEMBERS

ANNUAL MEETINGS

12.1 The Board shall call an AGM not later than sixteen (16) months after holding the preceding AGM, except in extraordinary circumstances, at the discretion of the Board of Directors.

12.2 At every AGM the following business shall be conducted:

- i. Reports from Directors;
- ii. financial report from the Treasurer;
- iii. election of nominee Directors; and
- iv. any other business properly brought before the AGM, submitted at minimum 72 hours in advance of the AGM to an Officer of the Board.

12.3 The Board shall designate one of its own to act as chair of a Membership Meeting.

SPECIAL MEETINGS

13.1 The Board shall call a Special Meeting:

- i. at the discretion of the Board with approval of at least 1 Chair and/or Director; or
- ii. if requested to do so by at least ten (10) percent of Members of the Corporation in accordance with the requirements of the Act (s102).

NOTICE

14.1 Members shall receive written notice of each Membership Meeting at least ten (10) days, but not more than sixty (60) before the date set for such Membership Meeting.

14.2 Notice of a Membership Meeting shall, at minimum, include:

- i. date and time of the Membership Meeting;
- ii. location of Membership Meeting; and
- iii. the business to be transacted at the Membership Meeting.

QUORUM

15.1 Quorum for a Membership Meeting shall comprise ten percent (10%) of the members, present in person or by Proxy.

VOTING

16.1 At any Membership Meeting every question shall be decided by a majority of the votes of the Members present in person or by Proxy. Voting at a Membership Meeting shall be by show of hands unless a ballot is demanded by a Member entitled to vote at the Membership Meeting

16.2 In case of an equality of votes at any Membership Meeting, whether upon a show of hands or by ballot, the Chair(s) vote decides the outcome.

16.3 A declaration by the Chair(s) that a resolution has been carried and an entry to that effect in the minutes, as approved by the Membership, shall be admissible in evidence as prima facie proof of the fact of the vote recorded in favour or against any resolution.

ADJOURNMENT

17.1 Any meeting of the Corporation may be adjourned to any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

IV – BOARD OF DIRECTORS

BOARD COMPOSITION

18.1 The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of a minimum of four (4) Directors and a maximum of twelve (12) Directors.

18.2 Subject to section 18.1, the Board shall determine the number of Directors to be elected at each Membership Meeting at which Directors are to be elected.

18.3 The term of office of a Director shall commence upon election and terminate at the conclusion of the AGM that takes place in the second (2nd) year from the date of such Director's election, unless the Director has assumed a position as an Officer, in which case their term of office shall terminate at the end of the term as Officer.

18.4 Officers of the Corporation shall be elected by and from the members of the Board of Directors.

18.5 Directors and Officers may renew their term of Office by vote of the Board of Directors.

18.6 The term for Officers of the Corporation shall commence upon election as an Officer and terminate at the conclusion of the AGM that takes place in the second (2nd) year from the date of such Officer's election, independent of their term of office as a Director.

18.7 A Director or Officer of the Corporation may take a leave from the Board and resume their position within a period of no more than 24 months, if approved by a vote of the Board of Directors upon their exit and re-entry.

18.8 No person may be appointed to the Board or stand for re-election to the Board at an AGM if such person has served as a Director during the previous six (6) consecutive AGMs and there are sufficient Directors and Nominees to fulfil the maximum number of Directors as per section 8.1.

If there are open seats on the Board, a Director may stand for re-election on an annual basis by Resolution of the Board.

QUALIFICATIONS FOR DIRECTORSHIP

19.1 Directors shall:

- i. be at least nineteen (19) years of age;
- ii. be a Member of the Corporation at the time of their election or appointment and shall remain a Member throughout their term of office;
- iii. not be an employee of the Corporation.

19.2 Officers, including Chair(s), Treasurer, and Secretary, shall:

- i. be at least nineteen (19) years of age;
- ii. be a Member of the Corporation at the time of their election or appointment and shall remain a Member throughout their term of office;
- iii. have served a minimum of one (1) year as a Director of the Corporation immediately prior to seeking election or appointment;
- iv. not be an employee of the Corporation.

19.3 Employees of the Corporation are not eligible for directorship; however, Directors may choose to take a leave of absence from the Board of Directors, if approved by the Board, during a period of employment. Following their leave of absence, a Resolution of the Board is required to reinstate the Director, provided their reinstatement will not contravene section 18.1.

19.4 Upon ceasing to be a Director of the Corporation, a Director ceases to be a Member of the Corporation unless otherwise qualified to be a Member pursuant to the bylaws.

ELECTION OF DIRECTORS

20.1 The Board shall establish a transparent nominations process consistently applied to each nominee and recommend, which nominees will stand for election.

20.2 The Board may set the manner and method for election of nominee Directors and such manner and method shall be disclosed in the notice provided to Members prior to a Membership Meeting at which Directors are to be elected.

20.3 Returning Officers, including Chair(s), Treasurer, and Secretary, shall continue their Term of Office on the Board of Directors, and may seek re-appointment following the completion of their Term.

20.4 New Officers, including Chair(s), Treasurer, and Secretary, shall be elected by the Board of Directors from among their number at the first meeting of the Board after each AGM.

20.5 If a nominee, in the sole discretion of the Board of Directors, is deemed to contribute to a discriminatory, hostile, unsafe, or otherwise unhealthy environment for the Members of the Corporation and/or the Board of Directors, this Member may be precluded from nomination, by a Resolution of the Board.

REMOVAL OF A DIRECTOR

21.1 Members of the Corporation may submit a written complain requesting the removal of a Director before the expiration of their Term of Office. The following outlines the complaint process:

- i. any complaint concerning the conduct or possible conflict of interest of a Director shall be submitted in writing to the Chair(s). If the matter relates to the Chair, the complaint shall be submitted to another Officer.
- ii. upon receipt of a complaint, the receiving Chair or Director shall call a meeting of the Board of Directors no later than ten (10) days to discuss the complaint. This meeting shall occur no later than one (1) month of receipt of the complaint. Following discussion of the complaint, the Board shall either dismiss the complaint or launch an investigation to be completed no later than six (6) months following receipt of the complaint. The Board may decide to suspend the Director from their duties pending the outcome of the investigation, to be communicated to the Director in written form. A Director cannot vote while suspended.
- iii. based on the investigation, the Board shall vote on a motion to:
 - (a) dismiss the complaint;
 - (b) impose disciplinary action internally; or
 - (c) remove the Director as per section 21.1.v.
- iv. the removal of a Director will trigger a special General Meeting of the Membership.
- v. the permanent removal of a Director shall be decided by a majority vote of the Board.

21.2 Directors of the Corporation may make a Special Resolution recommending the removal of a Director before the expiration of their Term of Office. Upon a Special Resolution of the Board (a “Removal Resolution”) the Board may make a recommendation to the Members that a Director be removed from office at a Membership Meeting, notice for which shall specify the intention to pass such resolution. The Removal Resolution shall include in its particulars whether the Board intends to call a Special Meeting or if the removal is to occur at the next AGM.

VACANCIES

22.1 The office of a Director shall be considered vacated if the Director:

- i. resigns by notice in writing to the Corporation; or
- ii. ceases to be a Member.

22.2 A vacancy on the Board of Directors (a “Vacancy”), however caused, may, so long as a quorum of Directors remains in office, be filled by appointment from amongst the Members of the Corporation.

22.3 Any person appointed to fill a Vacancy, shall serve until the next AGM and may stand for election at that time.

22.4 A Vacancy may be filled by election at the next Membership Meeting. In such a case, the Term is considered to be reset, and any newly elected Director may serve for a full Term that is considered to have started as of the AGM at which they were elected.

22.5 If a Vacancy causes there to be less than four (4) Directors in office, the remaining Directors shall immediately call a Special Meeting to fill the vacancy. This meeting must be held between ten (10) and no later than sixty (60) days from when the Board became aware of the Vacancy.

REMUNERATION

23.1 Directors shall receive no remuneration or other monetary or non-monetary consideration for acting as Directors but shall be entitled to reimbursement for any expenses incurred by them as agreed upon by three (3) additional Directors in connection with the Corporation's affairs, upon proof of such expenses.

23.2 The Corporation may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

POWERS

24.1 The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the Letters Patent or otherwise, with written consent of the majority of the Board, unless the Directors are restricted by law from exercising those powers. These powers include, but are not limited to, the power to:

- i. contract on behalf of the Corporation;
- ii. make banking and other financial arrangements;
- iii. make certifications or execute instruments in writing;
- iv. direct the manner in which any other person or persons may enter into contracts on behalf of the Corporation;
- v. purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of the Corporation's real or personal property;
- vi. borrow on the credit of the Corporation for the legitimate business purposes;
- vii. encumber the assets of the Corporation;
- viii. purchase insurance with respect to the property, rights and interests of the Corporation and to indemnify the Corporation, its Members, Directors and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation;
- ix. determine the time and place for the holding of meetings of the Corporation, the calling of meetings, annual and special, of the Board of Directors and of the Membership, the quorum, the requirements as to proxies, and the procedure in all things at such meetings;
- x. administer the appointment, functions, duties and removal of all agents, officers and servants of the Corporation, the security to be given by them to the company and their remuneration;
- xi. hire, evaluate, compensate and terminate all full-time, part-time or contract employees of the Corporation;
- xii. make any changes to the Corporation's organizational structure;
- xiii. determine the Corporation's strategic priorities and direction; and
- xiv. conduct, in all other particulars, the affairs of the company not otherwise provided for in the bylaws or the Act.

24.2 The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests,

endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The following outlines the process:

- i. the Board of Directors shall either approach individuals and/or businesses in the interest of furthering the objects of the Corporation or respond to individuals and/or businesses that approach the Corporation;
- ii. in the event that there is an objection raised by a Director or submitted in writing by a Member, the Board shall conduct a thorough review of the individuals and/or businesses in question before conducting business;
- iii. a majority vote of the Board shall approve/deny individuals and/or businesses doing business with the Corporation.

V – DIRECTORS MEETINGS

CALLING MEETINGS

25.1 Meetings of the Board of Directors may be called by the Chair(s) or any two (2) Directors for the purpose of considering such business as may be set out in the notice.

25.2 The Board of Directors shall meet no less than four (4) times between AGMs.

25.3 The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. Supplementary meetings must be preceded by at least three (3) days' notice unless all Directors are in unanimous agreement to hold a meeting.

25.4 A meeting of the Board may also be held, without notice, immediately following a Membership Meeting.

25.5 Board Meetings are not open to the general Membership or members of the public. The Corporation is not obliged to individually notify Members of Board Meetings, but minutes, or summaries or excerpts thereof, of Board meetings may, at the discretion of the Board, be made available to the Members upon request within a reasonable time.

PARTICIPATION

26.1 A Director may, if all the Directors consent, participate in a meeting by means such as telephone, internet, or other communications facilities as long as it permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously. In such a case a Director shall be deemed to be present at that meeting.

26.2 A Director missing two consecutive meetings of the Board, for which a notice of meeting has been given, and who has not received the prior approval of an Officer of the Board, shall receive a participation warning.

26.3 A Director, having received a participation warning, and missing a further meeting of the Board without the prior approval of the Directors, shall be deemed to have resigned as a Director

and/or Officer of the Corporation, barring extreme circumstances to be determined from time to time by the Directors.

26.4 A Director missing three consecutive meetings of the Board, for which a notice of meeting has been given, and who has not received the prior approval of the Directors, shall be deemed to have resigned as a Director and/or Officer of the Corporation, barring extreme circumstances to be determined from time to time by the Directors.

26.5 A Director failing to attend a meeting of the Board without notice shall forfeit their vote for all business conducted during the missed meeting.

26.6 A Director may not participate in a Board meeting by proxy.

QUORUM

27.1 A quorum for the transaction of business at a meeting of the Board of Directors shall be greater than half of the Members of the Board.

VOTING

28.1 The Directors shall vote on any resolutions arising at any meeting of the Board of Directors and a majority of votes shall decide the resolution. Any votes at such meeting can be taken by ballot if so demanded by any Director present. In case of an equality of votes, the item shall be deemed defeated.

28.2 A declaration by the Secretary, or in the Secretary's absence the Director acting as secretary of a Board meeting, that a resolution has been carried and an entry to that effect in the minutes, as approved by the Board, shall be evidence of the fact that a vote was recorded in favour or against any resolution properly brought before the Board.

CONFLICT OF INTEREST

29.1 All Officers, Directors, Members and employees of the Corporation must discharge their powers and carry out their duties to the Corporation, as applicable, honestly, in good faith and in the best interests of the Corporation rather than in their own interest.

29.2 Where a Director, either on their behalf or while acting for, by, with or through another, has a material interest, direct or indirect, in any matter, or otherwise has a conflict of interest, such Director shall:

- i. declare their interest at the first meeting of the Directors after which they became interested or aware of any such material interest;
- ii. request that their declaration be recorded in the minutes of the meeting; and
- iii. abstain from voting on any resolution or participate in any discussion with respect to the resolution concerning the matter.

29.3 Every declaration of interest and the general nature thereof shall be recorded in the minutes of the Board meeting at which such declaration is made.

VI – OFFICERS

OFFICERS OF THE CORPORATION

30.1 There shall be a Chair or two (2) Co-Chairs, a Treasurer, a Secretary and such other Officers as the Board of Directors may determine from time to time.

30.2 Officers, including Chair(s), Treasurer, and Secretary, shall be elected by the Board of Directors from among their number at the first meeting of the Board after each AGM, provided that in default of such election the then incumbents, provided they remain Directors, shall hold office until their successors are elected.

30.3 Any two offices may be held by the same person.

DUTIES OF DIRECTORS

31.1 The Chair(s) shall:

- i. preside at all meetings of the Members of the Corporation and of the Board of Directors;
- ii. sign all bylaws and execute any documents;
- iii. serve as the official spokespersons for the Corporation;
- iv. serve as the official contact for all business conducted by the Corporation and all related agreements and contracts;
- v. act as a liaison between the Board, staff, Membership and community;
- vi. perform any other duties which the Board of Directors may, from time to time, assign;
- vii. in the case that there are two (2) Chairs serving as Co-Chairs, they may divide and/or share duties (a) through (e).

31.2 The Secretary shall:

- i. keep and maintain the records and books of the Corporation, including the registry of Officers and Directors; the registry of Members; the minutes of Membership Meetings and meetings of the Board of Directors; the bylaws and resolutions;
- ii. give any notices required for the Annual General Meeting, General Meetings; and
- iii. perform any other duties which the Board of Directors may, from time to time, assign.

31.3 The Treasurer shall:

- i. oversee the finances of the Corporation;
- ii. ensure the completeness and accuracy of all financial records of the Corporation;
- iii. assist in the preparation of the financial statements of the Corporation; and
- iv. perform any other duties which the Board of Directors may, from time to time, assign.

31.4 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

AGENTS AND OTHER EMPLOYEES

32.1 The Board of Directors may appoint and retain any agents, employees and advisors that it reasonably considers necessary at the expense of the Corporation. The persons appointed or retained shall have the authority to perform the duties prescribed by the Board of Directors.

BOARD COMMITTEES

- 33.1 From time to time, the Board may appoint committees as the Board shall see fit. They shall:
- i. have the power to establish their own procedures in conformance with the Corporation's letters patent, supplementary letters patent, bylaws and the Act;
 - ii. report to the Board and sit at the pleasure of the Board and have such powers and authority as delegated to them by the Board.

VII – MISCELLANEOUS NOTICE

34.1 No error or omissions with respect to notice for a meeting of the Board of Directors or Membership Meeting shall invalidate such meeting or invalidate or void any proceedings taken or had at the meeting if such error or omissions was not made in bad faith.

INDEMNIFICATION

- 35.1 The Corporation shall indemnify and save harmless the Directors, their heirs, successors, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
- i. all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in the execution of the duties of their office; and
 - ii. all other costs, charges and expenses that they sustain or incur in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by their own gross negligence, wilful misconduct or bad faith.

CONFLICT

36.1 In the event a provision of the bylaws conflicts with any other provision in the bylaws or resolutions of the Board or of the Members, the Board, acting in good faith, shall resolve the conflict in accordance with the Act.

RESOLUTIONS IN WRITING

37.1 A resolution signed by all Directors is as valid and effective as if passed at a Membership Meeting or Meeting of the Board.

EXECUTION OF DOCUMENTS

38.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by a minimum of two (2) Officers or an Officer appointed by Resolution of the Board, and all contracts, documents and instruments in writing so signed shall be binding without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents or instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents, and instruments in writing

signed as aforesaid or by any Officer or Offices appointed by resolution of the Board of Directors.

RULES AND REGULATIONS

39.1 The Board of Directors may prescribe such rules and regulation not inconsistent with these bylaws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of Members, shall at and from that time cease to have force and effect.

AMENDMENTS

40.1 The bylaws and any part thereof may be amended from time to time by Resolution of the Directors and confirmed by two-thirds of the votes cast at a Membership Meeting duly called for that purpose.