

# Tourism



**Mount Washington Resort Association**  
doing business as  
**Tourism Mount Washington**

Incorporated October 10, 2011  
**Society # S-52760**  
Incorporated under the Society Act of British Columbia

## **Constitution and Bylaws**

## CONSTITUTION

1. The name of the Society is **MOUNT WASHINGTON RESORT ASSOCIATION.**
  
2. The purposes of the Association are:
  - (a) to promote, facilitate and encourage the development, maintenance and operation of MOUNT WASHINGTON ALPINE RESORT ("MWAR") and the members of the Association (as defined in the Bylaws).
  
  - (b) to acquire and dispose of real and personal property.

## BYLAWS

### PART 1 – INTERPRETATION

- (a) In these Bylaws, unless the context otherwise requires:
- (i) "directors" means the directors of the Association for the time being;
  - (ii) "**Society Act**" means the **Society Act** of the Province of British Columbia from time to time in force and all amendments to it;
  - (iii) "registered address" of a member means his address as recorded in the register of members;
  - (iv) "sublease" means the sublease between Mt. Washington Ski Resort Ltd. or "MWSR" and a member relating to the member's use and occupation of a lot or strata lot referred to in the sublease;
  - (v) "lease" means the lease between Mt. Washington Condominium Leasing and Rentals Ltd. or "MWCLR" and a member relating to the member's use and occupation of a lot or strata lot referred to in the lease;
  - (vi) "Association" means Mount Washington Resort Association or "Association". dba Tourism Mount Washington
- (b) The definitions in the **Society Act** on the date these bylaws become effective apply to these bylaws.
- (c) Words importing the singular include the plural and vice-versa and words importing a male person include a female person and a corporation.

### PART 2 – MEMBERSHIP

2. A person who:

- (a) is the holder of a sublease for Mount Washington Ski Resort Ltd or a lease from Mount Washington Condos, Leasing & Rentals Ltd of a lot or strata lot referred to in the sublease or lease, who is, by virtue of such sublease or lease obligated to take out and at all times remain a member in good standing of the Association; or
- (b) is the registered owner in fee-simple of a lot or strata lot, who is, by virtue of a Rent Charge registered against such lot or strata lot, is obligated to take out and at all times remain a member in good standing of the Association; or

(c) is required to take out and at all times remain a member in good standing of the Association by Mount Washington Ski Resort Ltd in order to:

(i) operate a business that provides activities (such as horseback rides, dog sled rides) based at Mount. Washington including Mount Washington Ski Resort Ltd (“Activities Member”); or

(ii) operate a commercial or retail business out of premises located on Mount. Washington (“Commercial/Retail Member”); or

(iii) operate a property management business based at Mount. Washington (“Property Management Member”),

shall be deemed to be a member of the Association.”

2.1 A person who:

(a) is the holder of a sublease or lease of a lot or strata lot from MWSR or MWCLR other than a member referred to in article 2(a) hereof (“Accommodation Member”);

(b) is a service provider to customers of MWSR (such as transportation, snow clearing, repair and maintenance services, waste pickup, realtors) (“Service Provider Member”);

(c) is an agent of any of the foregoing;

and who files with the Association an application in such form as the directors may from time to time prescribe together with evidence satisfactory to the Secretary or to the directors that he falls within the category of person who is entitled to subscribe for membership in the Association may, in accordance with these Bylaws, become a member of the Association.

2.2 A person who operates a bona-fide business located outside the geographic limits of the Mount Washington Alpine Resort may file an application, in such form as the directors may from time to time prescribe, for an Associate Non-Voting Membership. Such an application will be reviewed by the Board of Directors, and subject to an affirmative resolution by the Board, that person may, in accordance with these Bylaws, become an Associate Non-Voting member of the Association.

3. The members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become members, in accordance with these Bylaws.

4. The amount of membership fees are shall be determined from time to time by the Directors but shall not be less than the amounts shown in the Schedule of Membership Fees.
5. All members are in good standing except a member who has failed to pay his current membership fees or any other subscription or amount due or owing by him to the Association and he is not in good standing so long as such fees, subscription or amount remains unpaid including any amount payable pursuant to Part 17 hereof.

### PART 3 - MEETING OF MEMBERS

6. General meetings of the Association shall be held at the time and place, in accordance with the **Society Act**, that the directors decide.
7. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
8. (a) Notice of a general meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.  
(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
9. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### PART 4 - PROCEEDINGS AT GENERAL MEETING

10. Special business is:
  - (a) all business at an extraordinary general meeting except the adoption of rules of order; and
  - (b) all business transacted at an annual general meeting, except,
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the Directors;
    - (iv) the election of Directors;
    - (v) the appointment of the auditor, if required; and

- (vi) such other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 11.
  - a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be transacted at any general meeting unless a quorum of members, entitled to attend and vote, is present at the commencement of the meeting, but the quorum need not be present throughout the meeting.
  - (b) at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (c) A quorum is 5 members present or a greater number that the members may be determine at a general meeting.
- 12. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 13. Subject to bylaw 14, the President of the Association, the Vice President or in the absence of both, one of the other Directors present, shall preside as chairman of a general meeting.
- 14. If at a general meeting:
  - (a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting; or
  - (b) the President, Vice President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 15.
  - (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
16. (a) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
- (b) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
17. (a) A member in good standing present at a meeting of members is entitled to one vote.
- (b) Voting is by show of hands.
- (c) Voting by proxy is not permitted.
- (d) For the purposes of this Bylaw 17 (a), in the case of members who are multiple or joint owners of a sublease, lease or of the freehold, such members shall collectively have only one vote arising out of their respective interest in such sublease, lease or of the freehold.”

#### PART 5 - DIRECTORS AND OFFICERS

18. Directors are not entitled to remuneration for holding office or as a Director or for services rendered in the capacity as Director or Officer but shall be repaid such reasonable travel, hotel and other expenses as they incur in and about the business of the Association.
19. The Directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and by which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to:
- (a) all laws affecting the Association;
  - (b) these Bylaws; and
  - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting.
20. No rule made by the Association in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

21. Subject to bylaw 21(b), the Board of Directors of the Association shall consist of not less than 5 and not more than 10 directors who shall be elected or appointed at each annual general meeting of the Association as follows:
  - (a) Mt. Washington Ski Resort Ltd. shall be entitled to appoint 2 directors provided it is not in arrears in payment of any amount charged to it by the Association and if any such amount is unpaid those Directors appointed by MWSR shall thereupon cease to be Directors until such time as such amount is paid.
  - (b) The other members of the Association (excluding MWSR) shall be entitled to elect 8 directors.
22. At each election, a minimum of one and not more than half of all the elected directors will serve a term of two years, all other elected directors will serve a term of one year.
23. At each annual general meeting of the Association the directors whose terms are expiring shall retire when their successors shall be elected.
24. A director appointed by MWSR or pursuant to bylaw 21 (b) hereof shall, subject to bylaw 23, remain a director of the Association until such time as the person appointing him revokes such appointment or he is otherwise disqualified.
25.
  - (a) A retiring director shall be eligible for re-election;
  - (b) Where the Association fails to hold an annual general meeting in accordance with these bylaws, the directors then in office shall be deemed to have been elected as directors on the last day on which the annual general meeting could have been held pursuant to these bylaws and they may hold office until other director(s) are appointed or elected or until the day on which the next annual general meeting is held.
  - (c) If at any general meeting at which there should be an election of directors, the places of any of the retiring director is not filled by such election, the retiring director(s) who are not re-elected if requested by the remaining directors shall, if willing to do so, continue in office to complete the number of directors until a further new director(s) are elected at a general meeting convened for the purpose. If any such election or continuance of directors results in the election or continuance of less than the number of directors required to be elected such number shall be fixed at the number of directors actually elected or continued in office.
  - (d) Any casual vacancy occurring in the Board of Directors may be filled by the remaining directors or director.

- (e) The Association may by Special Resolution remove any director before the expiration of his period of office, and may by Ordinary Resolution appoint another person in his stead.
  - (f) The provisions of this bylaw 25 apply only to the directors elected pursuant to bylaw 21 (b).
26. Any director may by instrument in writing delivered to the Secretary appoint any person to be his alternate to act in his place at meetings of the directors at which he is not present unless, if such person is not a director, the directors shall have reasonably disapproved his appointment as an alternate director and shall have given notice to that effect to the director making such appointment within a reasonable time after delivery of such instrument to the Secretary. Every such alternate director shall be entitled to notice of meeting at which the person appointing him is not personally present. A director may at any time by instrument, facsimile or any method of transmitting legibly recorded messages delivered to the Association revoke the appointment of an alternate director appointed by him. An alternate director as such shall not be entitled to any remuneration from the Association except as provided in bylaw 18.
27. The office of director shall be vacated if the director:
- (a) resigns his office by notice in writing delivered to the registered office of the Association; or
  - (b) is convicted within or without the Province of an offence in connection with the promotion, formation or management of a corporation or of an offence involving fraud; or
  - (c) ceases to be qualified to act as a director pursuant to the *Society Act*.

## PART 6 - POWERS AND DUTIES OF DIRECTORS

28. The directors may from time to time by power of attorney or other instrument under the seal, appoint any person to be the attorney of the Association for such purposes, and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these bylaw and excepting the powers of the directors relating to the constitution of the board and of any of its committees and the appointment or removal of officers) and for such period, with such remuneration and subject to such conditions as the directors may think fit, and any such appointment may be made in favour of any of the directors, officers or members of the Association or in favour of any corporation, or of any of the members, directors, officers, nominees or managers of any corporation, firm or joint venture and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the

directors think fit. Any such attorney may be authorized by the directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in him,

29. The directors may from time to time on behalf of the Association:
  - (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they deem necessary to carry out the objectives of the Association;
  - (b) issue bonds, debentures, and other debt obligations either outright or as security for any liability or obligation of the Association or any other person;
  - (c) mortgage, charge, whether by way of specific or floating charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Association (both present and future); and
  - (d) guarantee the repayment of any sum of money borrowed by any person or corporation and guarantee the performance of any obligation of any person or corporation and may secure the repayment of any sum of money or any obligation so guaranteed in any manner and upon any terms and conditions as they may think fit including, without limitation, by the granting of any mortgages of other security on the property of the Association.
30. Any bonds, debentures or other debt obligations of the Association may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawing of or conversion into or exchange for other securities, attending and voting at general meetings of the Association, appointment of directors or otherwise, and may by their terms be assignable free from any equities between the Association and the person to whom they were issued or any subsequent holder thereof, all as the directors may determine.
31. The Association shall keep or cause to be kept within the Province of British Columbia a register of debenture holders, which registers may be combined, and may keep or cause to be kept one or more branch registers of its debenture holders at such place or places as the directors may from time to time determine and the directors may by resolution, regulation or otherwise make such provisions as they deem necessary for the keeping of such branch registers.
32. Every bond, debenture or other debt obligation of the Association shall be signed manually by at least one director or officer of the Association or by or on behalf of a trustee, registrar, branch registrar, transfer agent or branch transfer agent for the bond, debenture or other debt obligation appointed by the Association or under any instrument under which the bond, debenture or other debt obligation is

issued and any additional signatures may be printed or otherwise mechanically reproduced thereon and, in such event, a bond, debenture or other debt obligation so signed is as valid as if signed manually notwithstanding that any person whose signature is so printed or mechanically reproduced shall have ceased to hold the office that he is stated on such bond, debenture or other debt obligation to hold at the date of the issue thereof.

## PART 7 - DISCLOSURE OF INTEREST OF DIRECTORS

33. A director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with the Association or who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created to conflict with his duty or interest as a director shall declare the nature and extent of his interest in such contract or transaction or of the conflict or potential conflict with his duty and interest as a director, as the case may be. Such declaration must be in writing and submitted to the Secretary of the Association and shall contain the nature, character and extent of the conflict or potential conflict.
34. No director shall be disqualified from holding any office in or place of profit with the Association or under any company in which the Association shall be a shareholder or otherwise interested, or from contracting with the Association either as vendor, lessor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Association in which any director shall be in any way interested, either directly or as shareholder or director of any company, be avoided, nor shall any director be liable to account to the Association for any profit arising from any such office or place of profit or realized by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relations thereby established provided he has submitted his written declaration to the Secretary of the Association in accordance with bylaw 33. A director of the Association may be or become a director of any company promoted by the Association or in which it may be interested as a vendor, shareholder or otherwise, and no such director shall be accountable for any benefits received as director or member of such company.
35. A director may hold any office or place of profit with the Association (other than the office of auditor or accountant of the Association) in conjunction with this office of director for such period and on such terms (as to remuneration or otherwise) as the directors may determine and no director or intended director shall be disqualified by his office from contracting with the Association either with regard to his tenure or any such other office or place of profit or as vendor, purchaser or otherwise, and, subject to compliance with bylaw 33, no contract or transaction entered into by or on behalf of the Association in which a director is in any way interested shall be liable to be voided by reason thereof.

36. Subject to compliance with bylaw 33, a director or any corporation or firm in which he has an interest may act in a professional capacity for the Association (except as auditor or accountant of the Association) and he or such corporation or firm shall be entitled to remuneration for professional services as if he were not a director.
37. Subject to compliance with bylaw 33, a director may vote in respect of the approval of any such contract or transaction with the Association in which he is interested and if he shall do so his vote shall be counted and he shall be counted in the quorum present at the meeting at which such vote is taken.

#### PART 8 - PROCEEDINGS OF DIRECTORS

38. The Chairman of the Board, if any, or in his absence, the President shall preside as chairman at every meeting of the directors, or if there is no Chairman of the Board and the President is not present within fifteen (15) minutes of the time appointed for holding the meeting or is not willing to act as chairman, or, if the Chairman of the Board, if any, and the President have advised the Secretary that they will not be present at the meeting, the directors present shall choose one of their number to be chairman of the meeting.
39. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Meetings of the Board held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Board may, by resolution from time to time, determine.
40. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman does not have a second or casting vote.
41. Directors may hold a meeting of the Board or of any committee of the directors by means of conference telephones or other communications facilities by means of which all directors participating in the meeting can hear each other and provided that all such directors agree to such participation. Directors holding a meeting in accordance with this bylaw shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
42. A director may, and the Secretary or an Assistant Secretary upon request of a director shall, call a meeting of the Board at any time. Reasonable notice of such meeting specifying the place, day and hour of such meeting shall be given by mail, postage prepaid, addressed to each of the directors and alternate directors at his address as it appears on the books of the Association or by leaving it at his usual business or residential address or by telephone, facsimile or any method of transmitting legibly recorded messages. It shall not be necessary to give notice of a meeting of directors to any director or alternate director if such meeting is to be

held immediately following a general meeting at which such director shall have been appointed or elected or is the meeting of directors at which such director is appointed.

43. Any director of the Association may file with the secretary a document executed by him waiving notice of any past, present or future meeting or meetings of the directors being, or required to have been, sent to him and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn no notice need be given to such director and, unless the director otherwise requires in writing to the Secretary, to his alternate director of any meeting of directors and all meetings of the directors so held shall be deemed not to be improperly called or constituted by reason of notice not having been given to such director or alternate director.
44. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and if not so fixed shall be a majority of the directors.
45. The continuing directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these bylaws as the necessary quorum of directors, the continuing directors may act for the purpose of increasing the number of directors to that number (provided always that the directors shall not be authorized to appoint a director who would otherwise be appointed by MWSR or the director or of summoning a general meeting of the Association, but for no other purpose.
46. All acts done by any meeting of the directors or of a committee of directors, or by any person acting as a director, shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such director(s) or of the members of such committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a director.
47. A resolution consented to in writing, whether by document, facsimile or any method of transmitting legibly recorded messages or other means, by all of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called, constituted and held. Such resolution shall be filed with the minutes of the proceedings of the directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.
48. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting of directors may move or propose a resolution.

## PART 9 - COMMITTEES OF THE BOARD

49. The directors may by resolution appoint one or more committees consisting of such member or members of their body as they think fit and may delegate to any such committee between meetings of the Board such powers of the Board (except the power to fill vacancies in the Board and the power to change the membership of or fill vacancies in any committee of the Board and the power to appoint or remove officers appointed by the Board) subject to such conditions as may be prescribed in such resolution, and all committees so appointed shall keep regular minutes of their transactions and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board of Directors at such times as the Board of Directors may from time to time require. The directors shall also have power at any time to terminate the appointment or change the membership of a committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. A majority of the members of a committee shall constitute a quorum thereof.
50. Any committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee present, and in case of an equality of votes the chairman shall not have a second or casting vote. A resolution approved in writing by all the members of the Executive Committee or any other committee shall be as valid and effective as if it had been passed at a meeting of such Committee duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

## PART 10 – OFFICERS

51. The directors shall, from time to time, appoint a President, a Treasurer and a Secretary and such other officers, if any, as the directors shall determine and the directors may, at any time, terminate any such appointment.
52. A person may hold more than one of such offices except that the offices of President and Treasurer must be held by different persons. Any person appointed as the Chairman of the Board, the President or the Managing Director shall be a director. The other officers need not be directors. The remuneration of the officers of the Association as such and the terms and conditions of their tenure of office or employment shall from time to time be determined by the directors, such remuneration may be by way of salary, fees, wages, commission or participation in profits or other means or all of these modes and an officer may in addition to such remuneration be entitled to receive after he ceases to hold

such office or leaves the employment of the Association a pension or gratuity. The directors may decide what functions and duties each officer shall perform and may entrust to and confer upon him any of the powers exercisable by them upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary all or any of such functions, duties and powers.

53. The Secretary shall:

- (a) conduct the correspondence of the Association;
- (b) issue notices of meetings of the Association and directors;
- (c) keep minutes of all meetings of the Association and directors;
- (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Association; and
- (f) maintain the register of members.

54. The Treasurer shall:

- (a) keep the financial records, including books of account, necessary to comply with the Association Act; and
- (b) render financial statements to the directors, members and others when required.

#### PART 11 - INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES

55. The directors shall cause the Association to indemnify a director or former director of the Association and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action, to satisfy a judgment, actually and reasonably incurred by him or them including an amount paid and settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his being or having been a director of the Association, including any action brought by the Association. Each director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.

56. The directors may cause the Association to indemnify any officer, employee or agent of the Association (notwithstanding that he is also a director) and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as an officer, employee or agent of the Association. In addition the Association shall indemnify the Secretary or an Assistant Secretary of the Association (if he shall not be a full time employee of the Association and notwithstanding that he is also a director) and his respective heirs and legal representative against all costs, charge and expenses whatsoever incurred by him or them arising out of the functions assigned to the Secretary by the *Society Act* or these bylaws and each such Secretary and Assistant Secretary shall on being appointed be deemed to have contracted with the Association on the terms of the foregoing indemnity.
57. The failure of a director or officer of the Association to comply with the provisions of the *Society Act* or these bylaws shall not invalidate any indemnity to which he is entitled under this part.
58. The directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the Association or as a director, officer, employee or agent of any corporation of which the Association is or was shareholder and his heirs or personal representatives against any liability incurred by him as such director, officer, employee or agent.

## PART 12 - DOCUMENTS, RECORD AND REPORTS

59. The Association shall keep at its head office or at such other place as the *Society Act* may permit, the documents, copies, registers, minutes and records which the Association is required by the *Society Act* to keep at its head office or such other place, as the case may be.
60. The Association shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Association in order properly to record the financial affairs and conditions of the Association and to comply with the *Society Act*
61. Upon a request to and with the approval of the Board a member of the Association shall be entitled to inspect the accounting records of the Association.
62. The directors shall from time to time at the expense of the Association cause to be prepared and laid before the Association in general meeting such financial statements and reports as are required by regulations under the Association Act and all other applicable laws.

63. Every member shall be entitled to be furnished once gratis on demand with a copy of the latest annual financial statement of the Association and, if so required by the Association Act, a copy of each such annual financial statement and interim financial statement shall be mailed to each member.

### PART 13 – NOTICES

64. A notice, statement or report may be given or delivered by the Association to any member either by delivery to him personally or by sending it by mail to him or his address as recorded in the register of members. Where a notice, statement or report is sent by mail, service or delivery of the notice, statement or report shall be deemed to be effected by properly addressing, prepaying and mailing the notice, statement or report and to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing. A certificate signed by the Secretary or other officer of the Association or of any other corporation acting in that behalf for the Association or of any other corporation acting in that behalf for the Association that the letter, envelope or wrapper containing the notice, statement or report was so addressed, prepaid and mailed shall be conclusive evidence thereof.
65. A notice, statement or report may be given or delivered by the Association to the joint owners of a lease or sublease by giving the notice to the joint owner first named in the register of members in respect of the sublease.
66. A notice, statement or report may be given or delivered by the Association to the persons entitled to a membership in consequence of the death, bankruptcy or incapacity of a member by sending it through the mail prepaid addressed to them by name or by the title of representatives of the deceased or incapacitated person or trustee of the bankrupt, or by any like description, at the address (if any) supplied to the Association for the purpose by the persons claiming to be so entitled, or (until such address has been so supplied) by giving the notice in a manner in which the same might have been given if the death, bankruptcy or incapacity had not occurred.
67. Notice of every general meeting or meeting of members of a specific class shall be given in a manner hereinbefore authorized to every person being a member at the time of the issue of the notice or the date fixed for determining the members entitled to such notice, whichever is the earlier. No other person except the auditor of the Association and the directors of the Association shall be entitled to receive notices of any such meeting.

## PART 14 - RECORD DATES

68. The directors may fix in advance a date, which shall not be more than forty-nine (49) days preceding the date of any meeting of members or of the proposed taking of any other proper action requiring the determination of the members entitled to notice of, or to attend and vote at, any such meeting and any adjournment thereof, or for any other proper purpose and, in such case, notwithstanding anything elsewhere contained in these bylaws, only members of record on the date so fixed shall be deemed to be members for the purposes aforesaid.
69. Where no record date is so fixed for the determination of members as provided in the preceding bylaw the date on which the notice is mailed shall be the record date for such determination.

## PART 15 - SEAL

70. The directors may provide a Seal for the Association and, if they do so, shall provide for the safe custody of the Seal which shall not be affixed to any instrument except in the presence of the following person, namely:
- (a) any two directors, or
  - (b) one of the Chairman of the Board, the President, the Managing Director, a director and a Vice-president together with one of the Secretary, the Treasurer, the Secretary-Treasurer, an Assistant Secretary, an Assistant Treasurer and an Assistant Secretary-Treasurer, or
  - (c) such person or persons as the directors may from time to time by resolution appoint,

and the said directors, officers, person or persons in whose presence the Seal is so affixed to an instrument shall sign such instrument. For the purpose of certifying under Seal true copies of any document or resolution the Seal may be affixed in the presence of any one of the foregoing persons.

71. To enable the Seal of the Association to be affixed to any bonds, debentures or other securities of the Association, whether in definitive or interim form on which facsimiles of any of the signatures of the directors or officers of the Association are, in accordance with the *Society Act* and/or these bylaws, printed or otherwise mechanically reproduced there may be delivered to the firm or company employed to engrave, lithograph or print such definitive or interim bonds, debentures or other securities one or more un-mounted dies reproducing the Association's Seal and the Chairman of the Board, the President, the Managing Director or a Vice-president and the Secretary, Treasurer, Secretary-Treasurer,

an Assistant Secretary, an Assistant Treasurer or an Assistant Secretary-Treasurer may by a document authorized such firm or company to cause the Association's Seal to be affixed to such definitive or interim bonds, debentures or other securities to which the Association's Seal has been so affixed shall for all purposes be deemed to be under and to bear the Association's Seal lawfully affixed thereto.

72. The Association may have for use in any other province, state, territory or country an official Seal which shall have on its face the name of the province, state, territory or country where it is to be used and all of the powers conferred by the *Society Act* with respect thereto may be exercised by the directors or by a duly authorized agent of the Association.

#### PART 16 - AMENDMENTS OF BYLAWS

73. These bylaws may only be added to, amended or repealed by a Special Resolution and in accordance with the *Society Act* but notwithstanding anything in these bylaws to the contrary:
- (a) Bylaw 2 and Parts 5,7 and 17 of these bylaws shall not be amended or varied without the consent of MWSR.
  - (b) a bylaw change by Special Resolution is effective on the later of:
    - i. the date on which it is filed with the Registrar of Companies, and
    - ii. the date specified in the resolution.
  - (c) After a special resolution is filed with the Registrar under subsection (b), the Registrar will retain one copy of it and return the other copy to the society, certified as having been accepted by the Registrar.

#### PART 17 - FINANCIAL

74. The Board of Directors shall, not later than 30 days prior to the completion of each fiscal year, cause to be prepared and shall approve a budget for the Association for the next fiscal year which shall set forth the anticipated revenue and expenditures (including a reasonable allowance for contingencies). The said budget shall be placed before the next annual general meeting of the Association together with the financial statements of the Association as required by the *Society Act*.

75. The Association shall raise the amounts allocated pursuant to bylaw 74:
- (a) From each member referred to in bylaw 2 (excluding MWSR) by levying the respective fees for each category of membership as set out in the Schedule to these Bylaws; and
  - (b) From MWSR the sum of \$50,000.00 in constant 2007 Canadian dollars.