

BY-LAW NO. 1

A by-law relating generally to the organization and the transaction of the business and affairs of
**ITALIAN CANADIAN HANDICAPABLE ASSOCIATION
(WINDSOR & DISTRICT).**

CONTENTS OF ARTICLES

Article	Content
1.00	Interpretation
2.00	Business of the Association
3.00	Directors
4.00	Officers
5.00	Protection of Directors and Officers
6.00	Members
7.00	Meetings of Members
8.00	Notices
9.00	Auditors
10.00	Effective Date

BE IT ENACTED as a by-law of the ITALIAN CANADIAN HANDICAPABLE ASSOCIATION (WINDSOR & DISTRICT) hereinafter referred to as the “Association” as follows:

1.00 **INTERPRETATION**

1.01 **Definitions.** In this by- law and all other by-laws and special resolutions of the Association, unless the context otherwise requires:

- .01 “Act” means the Corporations Act of Ontario, and any Act that may be substituted therefor, as from time to time amended;
- .02 “Board” means the Board of Directors of the Association;
- .03 “By-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;
- .04 “Executive” means President, Vice-president, Second Vice-president, Recording Secretary, Treasurer, Founding President and Immediate Past President;
- .05 “Association” means the Association incorporated as a corporation without share capital under the Act by letters patent dated the 22nd day of July 1987 and named Italian Canadian Handicapable Association (Windsor & District);

- .06 “Letters Patent” means the Letters Patent incorporating the Association, as from time to time amended and supplemented by Supplementary Letters Patent;
- .07 “Meeting of Members” includes an annual meeting of Members and a special meeting of Members;
- .08 words importing the singular number include the plural and vice versa;
- .09 words importing the masculine gender include the feminine and neuter genders;
- .10 words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

2.00 BUSINESS OF THE ASSOCIATION

2.01 Head Office. The head office of the Association shall be in the City of Windsor, in the County of Essex, in the Province of Ontario and at such place, wherein as the Board may in from time to time determine.

2.02 <u>Corporate Seal.</u> The corporate seal of the Association shall be in the form impressed Hereon.	IMPRESSION OF SEAL HERE
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2.03 Financial Year. The financial year of the Association shall end on the last day of June in each year.

2.04 Execution of Instruments. All Documents requiring execution by the Association may be signed by two Members of the Executive. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto.

2.05 Banking Arrangements. The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board authorizes.

2.06 Borrowing. From time to time the Board may authorize two Members of the Executive to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security arrangements, terms and condition and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

2.07 Voting Rights in Other Companies -- The President of the Association may execute and deliver instruments of proxy and arrange for the issuance of voting

certificates or other evidence of the right to exercise the voting rights attaching to any shares or other securities held by the Association. In addition, the Board may direct the manner in which the President executes voting rights.

2.08 Objectives of the Association. The objectives of the Association are defined in the Letters Patent dated July 22, 1987 and which, from time to time, may be amended through Supplementary Letters Patent.

2.9 Value Statements of the Association.

.01 Purpose. The principle purpose of the ICHA is to improve the quality of life for individuals with a physical or intellectual disability living in Windsor and Essex County by:

- a. providing sport, social and recreational activities to promote self esteem
- b. providing life skill training programs to promote self esteem
- c. providing work skill training programs to promote employment opportunities

.02 Conduct. We respect the rights and the self esteem of our Members, our fellow Volunteers and our Supporters.

.03 Position. Our goal of providing leadership is achieved through the participation and commitment of dedicated Volunteers.

2.10 Dissolution. On dissolution of the Association, the net assets remaining after payment of all debts shall be transferred to a registered charitable organization with a similar mandate to the ICHA, recommended by the Board of Directors and approved at a General Assembly of no less than 20 Voting Members.

3.00 DIRECTORS

3.1 Number of Directors and Quorum. The affairs of the Association shall be managed by its Board. The number of Directors shall be a minimum of eight (8) and a maximum of eighteen (18) of whom 50% plus one (1) of elected directors shall constitute a quorum for the transaction of business.

Notwithstanding vacancies, the remaining Directors may act if constituting a quorum. The Board shall consist of:

- .01 one (1) President;
- .02 one (1) Vice-president;
- .03 one (1) Second Vice-president;
- .04 one (1) Treasurer;
- .05 one (1) Recording Secretary;
- .06 one (1) Founding President;
- .07 up to twelve (12) Directors;

.08 one (1) Immediate Past President (entire term)

Nominations for vacancies that arise will be invited by all groups no less than thirty (30) days prior to the meeting that the nominations will be addressed.

3.02 Qualifications. Each Director shall:

- .01 be at the date of, or become within ten (10) days after the election and thereafter throughout the term, a Voting Member of the Association who is qualified by the terms of section 6.01 to hold office;
- .02 be at least eighteen (18) years of age;
- .03 not be an undischarged bankrupt;
- .04 no Employee of the Association;

Further, the President and Vice-President positions in the Association may not be filled by an individual who holds an Executive position within another organization.

If a person ceases to be a Voting Member in the Association or become bankrupt, he thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by section 3.06.

3.03 Term of Office. The entire Board is elected for a two (2) year term at the annual General Assembly of even numbered years. All newly elected Board Members will take office on the next meeting of the Board. Retiring Directors shall be eligible for reelection.

3.04 Nominating Committee. Each election year the Board shall appoint in May, a Nomination Committee consisting of no less than three (3) individuals, who will not be candidates for election. The duties of the Committee are;

- .01 to solicit and accept competent and dedicated candidates for each position on the board;
- .02 to report to the membership at the December general assembly on the list of current candidates and to entertain other nominations from the floor;
- .03 to run the election

3.05 Nominations from the Floor. Board nominations from the floor shall take place at the Annual General Assembly in which Board of Director elections are to take place.

- .01 after closing of nominations from the floor, the order of polling the nominees whether they stand or decline shall be by lottery as established by the Nominating Committee from time to time;
- .02 in all cases of contested election may be by a show of hands or by resolution of the Members unless a ballot be demanded by any Voting Member

3.06 Filling Executive Positions. Executive positions will be determined at the first Board Meeting immediately following the election of officers.

- .01 a list of candidates will be identified for each Executive position;
- .02 where there is more than one nominated candidate for an Executive position a vote by ballot will be conducted;
- .03 a President may serve three (3) consecutive two (2) year terms

3.07 Removal or Resignation of Directors. The Members entitled to vote may, by resolution passed by two third (2/3) votes cast at an Executive meeting of Directors called for the purpose, remove any Director before the expiration of the director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the director's stead for the remainder of the term. Other terms in which a Director can be terminated include:

- .01 violation of the oath of confidentiality;
- .02 failure to attend three (3) consecutive meetings without notice;
- .03 any action by a Director which would conflict with the Letters Patent and Purpose of the Association;
- .04 Director takes legal action against the Association

3.08 Vacating of Office. The office of a Director shall be vacated upon the occurrence of any of the following events:

- .01 if a receiving order is made against the Director if the Director makes an assignment under the Bankruptcy Act;
- .02 if an order is made declaring the said person to be a mentally incompetent person or incapable of managing the personal affairs;
- .03 ceases to be qualified as provided in section 3.02;
- .04 removed from office by resolution of the Members as provided in section 3.07;
- .05 if by notice in writing to the Association the officer resigns the office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.09 Vacancies. So long as a quorum of the Directors remain in office, a vacancy on the Board may be filled by the Directors from among the qualified Members of the Association. If no quorum of Directors exists, the remaining Directors shall forthwith call a general meeting of Members to fill the vacancies on the Board.

Vacancy of the President will be filled by the Vice-president, Vice-president will be filled by the Second Vice-president and Second Vice-president, Treasurer and/or Recording Secretary will be filled by one of the remaining Board Members.

3.10 Calling of Meetings. Meetings of the Board shall be held at the call of the Board or the President or any three (3) Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.11 First Meeting of New Board. Provided a quorum of Directors be present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

3.12 Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. There will be a minimum of five (5) regular meetings of the Board annually. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting.

3.13 Place of Meeting. Meetings of the Board shall be held at the head office of the Association or elsewhere in Ontario or, if the Board so determines or any absent Directors consent, at some place outside Ontario.

3.14 Chairperson. The President or, in absence, the Vice-president who is a Director shall be Chairperson of any meeting of Directors. If no such Officer be present, the Directors present shall choose one of the officers to be Chairperson. The Chairperson will only be allowed to vote in the event that there is an equality of votes on any motion.

3.15 Votes to Govern. At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chairperson of the meeting shall be entitled to cast the deciding vote.

- 3.16 Interest of Directors in Contracts. Subject to the provisions of the Act, no Director shall be disqualified by holding office from contracting with the Association nor shall any contract or arrangement entered into by or on behalf of the Association with any Director, or in which any Director is in any way interested be liable to be avoided nor shall any Director so contracting or being so interested be liable to account to the Association or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.
- 3.17 Declaration of Interest. It shall be the duty of every Director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association to declare such interest to the extent, in the manner and at the time required by the Act.
- 3.18 Remuneration. The Directors shall serve as such without remuneration but shall be entitled to be paid for their approved travel expenses. Nothing herein contained shall preclude any Director from serving the Association in any other capacity and receiving compensation therefor.
- 3.19 Other Committees. The Board may appoint such Committees as it from time to time considers advisable. The Chairperson of the Committee is nominated by the President with approval of the Board.
- 3.20 Powers of the Other Committees. No Committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may, from time to time, direct. Shall at the end of the term return all funds, documents and other property belonging to the Association.

4.00 OFFICERS

- 4.01 President. The President shall, when present, preside at all meetings of the Board and Members. The President shall supervise the affairs and operations of the Association, sign all documents requiring a signature and have the other powers and duties from time to time prescribed by the Board. Until otherwise provided, the President shall be a Member ex officio of all Committees.
- 4.02 Vice-president. During the absence or disability of the President, the duties shall be performed and powers exercised by the vice-president. The Vice-president shall perform such duties and exercise such powers as the President from time to

time delegate to the Vice President or the Board may prescribe, with a view to assisting the President in the carrying out of the general management and supervision of the Association.

- 4.03 Second Vice-president. During the absence or disability of the President and Vice-president, duties shall be performed and powers exercised by the Second vice-president.
- 4.04 Recording Secretary. The Recording Secretary shall attend and be the Recording Secretary of all meetings of Members and Directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. The recording secretary shall give or cause to be given, as and when instructed, all notices to Members and Directors. The Recording secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and other instruments belonging to the Association except when some other Officer or Agent (JP Corrent) has been appointed for that purpose.
- 4.05 Treasurer. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association. The Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Association.
- 4.06 Founding President. The Founding Presidents portfolio will include public relations, fund raising and other responsibilities as from time to time are directed by the President.
- 4.07 Other Officers. The duties of all other Officers of the Association shall be such as the terms of their engagement call for or as the Board or the President may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the President otherwise directs.
- 4.08 Variation of Duties. From time to time the President may add to the duties of any other Officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any Officer.
- 4.09 Agents and Attorneys. The Board shall have power from time to time to appoint Agents or Attorneys for the Association in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

4.11 Fidelity Bonds. The Board may require such Officers, Employees and Agents of the Association as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

5.00 PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of Liability. No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on a director's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the director's office or in relation thereto unless the same are occasioned by the director's own willful neglect or default.

5.02 Indemnity. Every Director and Officer of the Association and heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:

- .01 all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against a director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the director in or about the execution of the duties of the office;
- .02 all other costs, charges and expenses that a director sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges or expenses as are occasioned by the director's own willful neglect or default.

5.03 Validity of Actions. No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.

5.04 Directors' Reliance. Directors may rely upon the accuracy of any statement or report prepared by the Management of the NRC and the Association's Auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

6.00 MEMBERS

6.01 Voting Members. Voting Members shall be;

- .01 at least eighteen (18) years of age;
- .02 sponsored by two Members in good standing;
- .03 file the appropriate application in writing.

The Association reserves the right to refuse voting membership to any individual without specifying the reasons. The Association reserves the right to assess an annual fee to each Voting Member. The membership fee may be waived at the discretion of the Board.

The Board of Directors will, at its first meeting of the calendar year, waive the membership fee of all Board of Directors and ICHA Committee Chairs.

6.02 Social Members. Social Members shall be;

- .01 a person who does not qualify as a Voting Member as defined in section 6.01;
- .02 not eligible to attend special and general membership meetings, and is not eligible to be a Member of the Board of the Association; is eligible to be a Member of any Committee that reports to the Board, excluding the position of chairperson; abides by the constitution and by-laws of the association and cooperates with the Board to promote the welfare and best interests of the association;
- .03 will hold a membership card that expires every year and is renewable at the discretion of the Board.

The Association reserves the right to refuse social membership to any individual without specifying the reasons. The Association reserves the right to assess an annual fee to each Social Member. The membership fee may be waved at the discretion of the Board. Social members wishing to compete with the ICHA must be appropriately registered with the Ontario Special Olympics (OSO).

- 6.03 **Honorary Members.** Honorary Members shall be;
- .01 a person who does not qualify as a Voting Member as defined in section 6.01;
 - .02 not eligible to attend special and general membership meetings, and is not eligible to be a Member of the Board of the Association; is eligible to be a Member of any Committee that reports to the Board; abides by the constitution and by-laws of the association and cooperates with the Board to promote the welfare and best interests of the association.

The Association reserves the right to refuse honorary membership to any individual without specifying the reasons. The membership fee is waived for honorary members. The Board of Directors will at its' first meeting of the new calendar year approve the honorary members list.

- 6.04 **Guests of the Association.** The Board has the right to invite guests to any activity. The Board also has the right to refuse admittance to an individual to any function without specifying the reason.
- 6.05 **Activities.** From time to time, social activities and special events will be hosted by the Association. The Board has the right to set the admission fee to such events. The fee will vary based on the type of event. The fee may not be based on membership status but, may be based on the level of involvement individuals have with the Association.
- 6.06 **Term of Voting Membership.** The interest of a Voting Member in the Association is not transferable and lapses and ceases to exist upon his death or when the person ceases to be a Voting Member by resignation or otherwise in accordance with the by-laws of the Association.
- 6.07 **Resignation.** Members may resign by resignation in writing which shall be effective upon any date or time or after the execution of the instrument of resignation. In the case of resignation, a Voting Member shall remain liable for payment of any assessment or other sum levied or which became payable to the Association prior to acceptance of the resignation.
- 6.08 **Removal.** Upon thirty days' notice in writing to a Voting or Social Member of the Association, the Board may pass a resolution authorizing the removal of such Member from the register of Members of the Association and thereupon such person shall cease to be a Member of the Association. Any such Member may reapply for membership in the Association.

7.00 **MEETINGS OF VOTING MEMBERS**

- 7.01 Annual Meeting. The annual meeting of the Voting Members must occur after the fiscal year end date, after receiving the audited financial statements and prior to the end of the calendar year. Members must have thirty (30) days notice prior to the annual meeting. The Annual Meeting shall be held for the purpose of;
- .01 hearing and receiving the reports and statements from Committees;
 - .02 appointing the Auditors and Attorneys and fixing or authorizing the Board to fix their remuneration;
 - .03 the transaction of any other business properly brought before the meeting;
 - .04 vote on recommended amendments to the by-laws;
 - .05 election of Board of Directors at even number year annual meeting
- 7.02 Special Meetings. The Board or the President shall have power to call a special meeting of Voting Members at any time.
- 7.03 Place of Meetings. Meetings of Voting Members shall be held at the head office of the Association or elsewhere in the municipality in which the head office is situated or, pursuant to section 7.05 or if the Board shall so determine, at some other place in Ontario.
- 7.04 Notice of Meetings. Notice of the time and place of each meeting of Voting Members shall be given in the manner hereinafter provided not less than fourteen (14) days before the day on which the meeting is to be held. Notice of a special meeting of Voting Members shall state the general nature of the business to be transacted at it. The Auditors of the Association are entitled to receive all notices and other communications relating to any meetings of Voting Members that any Voting Member is entitled to receive.
- 7.05 Meetings Without Notice. A meeting of Voting Members may be held at any time and place without notice if two thirds (2/3) of all the Voting Members entitled to vote thereat are present in person.
- 7.06 Chairperson, Recording Secretary and Scrutineers. The President or, in his absence, a vice-president who is a Director of the Association shall be Chairperson of any meeting of Voting Members. If no such Officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairperson. If the Recording Secretary of the Association be absent, the chairperson shall appoint some person, who need be a Voting Member, to act as Recording Secretary of the meeting. If desired, one or more scrutineers, who need be a Voting Member(s), may be appointed by a resolution or by the Chairperson with the consent of the meeting.

- 7.07 Persons Entitled to be Present. The only persons entitled to attend a meeting of Voting Members shall be those entitled to vote thereat, the Auditors of the Association and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.
- 7.08 Quorum. A quorum at a meeting of Voting Members will be twenty (20) individuals with the exception of a Voting Members meeting where an election of Board Members is to take place. In this situation, current Directors are not to be counted when calculating a quorum for the meeting.
- 7.09 Right to Vote. At any meeting of Voting Members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Association as a Voting Member.
- 7.10 Votes to Govern. At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Association or by-law, be determined by the majority of the votes duly cast on the question.
- 7.11 Show of Hands. Any question at a meeting of Voting Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Voting Members upon the said question.
- 7.13 Polls. After a show of hands has been taken on any question, the Chairperson may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each Voting Member present in person and entitled to vote shall have one vote and the result of the poll shall be the decision of the Voting Members upon the said question.

- 7.14 Casting Vote. In case of an equality of votes at any meeting of Voting Members either upon a show of hands or upon a poll, the Chairperson of the meeting shall be entitled to an additional or casting vote.
- 7.15 Adjournment. The Chairperson at a meeting of Voting Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.
- 8.00 NOTICES
- 8.01 Method of Giving Notices. Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a Voting Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail addressed to said address or if sent to them at the address by any means of wire or wireless or any other form of transmitted or recorded communication. The Recording Secretary may change the address on the foundation's books of any Voting Member, Director, Officer or auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 8.02 Computation of Time. In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 8.03 Omissions and Errors. The accidental omission to give any notice to any Voting Member, Director, Officer or auditor or the non-receipt of any notice by any Voting Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 8.04 Waiver of Notice. Any Voting Member, Director, Officer or auditor may waive any notice required to be given to one under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after

the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

9.00 AUDITORS, ATTORNEYS, BUILDING MANAGER

- 9.01 Auditors. The Voting Members shall at each annual meeting appoint an Auditor to audit the accounts of the Association, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Board.
- 9.02 Attorneys. The Voting Members shall at each annual meeting appoint an Attorney to act as legal representative to affairs conducted by the Association, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the Attorney. The remuneration of the Attorney shall be fixed by the Board.
- 9.03 Building Manager. The Board may, from time to time, appoint and review the performance of a Building Manager and may delegate to that person the authority to manage and direct the normal business and offices of the Association as the Board may, from time to time, determine (except for the matters and duties as must, by-law, be transacted or performed by the Board or by the Voting Members). The Manager shall report on the affairs of the Association as may be required, from time to time, by the Board.

10.00 EFFECTIVE DATE

- 10.01 Effective Date. This by-law shall come into force when confirmed by the Voting Members in accordance with the Act.

REVISED BY-LAW NO. 1 PASSED by the Directors and sealed with the corporate seal the 28th day of June 2016.

President – Robert Hayes

Recording Secretary – Santina Ferrara

CONFIRMED by the Voting members at the Annual General Meeting of Members at the St. Angela Centre on the 9th day of December 2016 .

Recording Secretary – Santina Ferrara