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CANADIAN ZIONIST FEDERATION

GENERAL OPERATING BY-LAW

GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

CANADIAN ZIONIST FEDERATION (the “Federation”)

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GENERAL OPERATING BY-LAW

A By-law relating generally to the conduct of the affairs of

CANADIAN ZIONIST FEDERATION (the “Federation”)

WHEREAS the Federation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 8th day of April, 1971;

AND WHEREAS the Federation was issued a Certificate of Continuance and continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* on the 2nd day of May, 2014;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Federation to take effect in accordance with section 0 as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Federation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Federation.
- (c) “Board” means the board of directors of the Federation.
- (d) “By-laws” means this by-law and all other by-laws of the Federation as amended and which are, from time to time, in force and effect.
- (e) “Constituent Organization” means an affiliate organization that has been accepted as a Member pursuant to Article 3.01.
- (f) “Director” means a member of the Board.
- (g) “Member” means a member of the Federation and “Members” or “Membership” means the collective membership of the Federation.
- (h) “Officer” means an officer of the Federation.

- (i) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (j) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (k) “Proposal” means a proposal submitted by a Member of the Federation that meets the requirements of section 163 of the Act.
- (l) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (m) “Representative(s)” means an authorized representative(s) of a Constituent Organization representing the Constituent Organization on the Board of Directors and at meetings of Members.
- (n) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Federation shall be the 31st day of December in each year.

2.02 Banking Arrangements

The banking business of the Federation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Federation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Federation may be signed by any two (2) of its Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Officer may certify a copy of any instrument, resolution, By-law or other document of the Federation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Federation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Federation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Federation may give notice to the Members stating that such documents are available at the registered office of the Federation and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Federation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III

MEMBERS

3.01 Classes and Conditions of Membership

Subject to the Articles, there shall be one (1) class of Members, being a Constituent Organization in the Federation. Membership in the Federation shall be subject to approval by the Board or as may otherwise be provided in the Operating Policies.

3.02 Associates

The Federation may approve categories of Associates as further described in the Federation's Operating Policies. Associates shall not be Members of the Federation and shall have no voting privileges in the Federation. Upon payment of the appropriate fee, Associates shall be accepted as Associates and have the privileges set out in the Operating Policies.

3.03 Delegates

Each Member shall notify the Federation in writing of the name of the individual(s) designated by the Member to act as its Representative and to vote on its behalf within thirty (30) days of becoming a Member. A Member may change its Representative(s) by written notice to the Federation, provided such notice is given at least fourteen (14) days in advance of any meeting of Members or the Board of Directors.

3.04 Rights of Members

Each Member of the Corporation shall have the right to receive notice of, attend, speak and vote at all meetings of Members through appointed Representatives. Each Member shall be entitled to one vote plus elected additional votes. The number of additional votes and the election process is regulated by an Operation Policy approved by Board of Directors. No Member can have more than one third of additional votes. Members shall designate a Representative for each vote allotted to them.

3.05 Termination of Membership

Membership in the Federation is terminated in default when:

- (a) the Member dissolves;
- (b) the Member ceases to maintain the qualifications for membership set out in section 3.01;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;

- (d) the Member is removed as a Member of the Federation in accordance with section 3.06;
- (e) the Member's term of membership expires, if any; or
- (f) the Federation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

3.06 Membership Dues

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within two (2) months of the membership renewal date, the Members in default shall thereupon cease to be Members of the Federation.

SECTION IV MEETINGS OF MEMBERS

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Federation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Federation required by the Act to be presented at the meeting, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or online. Members may choose to participate in-person or online.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, appointment of Directors and re-appointment of the incumbent public accountant, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Where the Federation provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Federation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Federation during a period of twenty- one (21) to sixty (60) days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Federation shall include any Proposal submitted to the Federation under section 4.12.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Federation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Federation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the President or a First Vice-President if the President is absent or unable to act. In the event that the President and the First Vice-President are absent, the Members' Representatives who are present and entitled to vote at the meeting shall choose a Member Representative to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be a majority of the Members. A Member is presented if at least one Member Representative is in presence. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member Representative may be present in person, by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Federation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Federation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Federation has made available

for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Federation without it being possible for the Federation to identify how each Member voted.

4.11 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall have a second or casting vote.

4.12 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Federation notice of any matter that the Member proposes to raise at the annual meeting (a “Proposal”). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Federation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.13 Resolution in Lieu of Meeting

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Federation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V **DIRECTORS**

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Federation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined pursuant to 5.04, as determined by the Board prior to the election of the Board.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been declared by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a Director.

5.04 Board Composition

The Board shall be composed of Directors appointed by Members. Each Member may appoint number of Directors equal to the number of votes allotted to the Member as per section 3.04.

5.05 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be selected by the Members, being their Representatives to the Federation, and the Members may replace their Representatives as Directors at their sole discretion.
- (b) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members, subject to 5.05(a).

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.07 or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Federation or at the time specified in the resignation, whichever is later.

5.08 Filling Vacancies

A Director appointed or to fill a vacancy holds office for the unexpired term of their predecessor.

5.09 Delegation

Subject to the Act, the Board may appoint an Executive Committee, being the Officers of the Federation, and delegate to the Executive Committee any of the powers of the Board,

except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.10 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.11 Conflict of Interest

Every Director and Officer shall disclose to the Federation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Federation, in accordance with the manner and timing provided in section 141 of the Act.

5.12 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.13 Indemnification

The Federation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

SECTION VI **MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

Meetings of the Board may be called by the President, a First Vice-President or any three (3) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Federation or at any other place within or outside of Canada, as the Board may determine, or online.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 0 of this By-law to every Director of the Federation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

A Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A presence of at least one Director from a majority of Members constitutes a quorum of any meeting of the Board.

Each Director may exercise one (1) vote. A Director may give a proxy to another Director appointed by the same Member to vote on their behalf. The proxies have to be submitted to President before the Board meeting starts. 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

6.07 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent to the President by registered mail or delivers it to the registered office of the Federation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

6.08 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the President by registered mail or delivers it to the registered office of the Federation.

6.09 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

SECTION VII OFFICERS

7.01 Appointment

The Board may designate the offices of the Federation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Federation. A Director may be appointed to any office of the Federation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Federation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** – The President shall be a Director. The President shall, when present, preside at all meetings of the Board and of the Members. The President shall supervise the day to day operations and administration of the Federation. The Board may delegate to the President the power to manage and direct the business and affairs of the Federation and to employ and discharge agents and employees of the Federation. The President shall conform to all lawful orders given by the Board of Directors of the Federation and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Federation.
- (b) **Vice-President(s)** – There shall be one (1) First Vice-President and up to three (3) Vice-Presidents appointed by the Board and each shall have such powers and duties as the Directors may specify.
- (c) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Federation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Federation.
- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Federation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Federation.

7.03 Term of Office

Officers shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Federation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Federation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII

NOTICES

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Federation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Federation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Federation in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as 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 so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Federation to any notice or other document to be given by the Federation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Federation shall not be required to give any further notices to such Member until such Member informs the Federation in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Federation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION IX **ARTICLES AND BY-LAWS**

9.01 Amendment of Articles

The Articles of the Federation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

The Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Federation without having the By-law, amendment or repeal confirmed by

the Members by Ordinary Resolution. The By-law, amendment or repeal is only effective on the confirmation of the Members and in the form in which it was confirmed.

This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Change) of the Act.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Federation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

EFFECTIVE DATE

9.04 Effective Date

This By-law is effective upon approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Federation this _09_ day of _March, 2023.

President

APPROVED by the Members of the Federation this _09_ day of _March, 2023.

President