

# **CAMP AMY MOLSON INC.**

## **Corporate BYLAW**

**being the general bylaws of the Corporation**

**November 21, 2022**

### **CHAPTER 1 – GENERAL DISPOSITIONS**

#### **Name**

1. The present corporation known under the name Camp Amy Molson (hereinafter the « Corporation ») was constituted on April 1st, 1972, under Part III of the Quebec Companies Act.

#### **Mission of the Corporation**

2. The mission of the Corporation is to provide children living in vulnerable circumstances with an affordable, happy, outdoor experience, in which they can build self-confidence, develop positive relationships and learn valuable life skills in an environment that promotes group learning and nurtures each camper individually.
3. NOW THEREFORE be it enacted that all Bylaws of the Corporation heretofore enacted be cancelled and revoked and that the following Bylaw be substituted in lieu thereof.

#### **Definitions**

4. In this Bylaw, the following words shall have the following meanings:
  - a. “ACT” means Part III of the Quebec Companies Act, and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
  - b. “Bylaw” means this Bylaw (including any schedules to this Bylaw) and all other Bylaw of the Corporation as amended and which are, from time to time, in force.

#### **Head Office**

5. Until changed in accordance with the Act, the Head Office of the Corporation shall be situated in the City of Montreal, Province of Quebec. The Corporation may, in addition to the foregoing, establish such other offices, agencies or places of business as the Directors may from time to time determine.

## **Seal**

6. The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **CHAPTER 2 – MEMBERS OF THE CORPORATION**

### **Categories of members**

7. The Corporation includes two categories of members: Active Members and Honorary Member.
  - a. Active Member: An Active member is defined as a person interested in furthering the vision and mission of the Corporation and who:
    - i) has contributed a minimum of \$25 in the past 2 years; or
    - ii) has contributed a minimum of 20 hours of volunteer work in the past 2 years; and
    - iii) is 18 years or older.

Active members have the right to receive notice of, attend and vote at all meetings of members. They are also eligible to become a member of the Board of Directors of the Corporation.

- b. Honorary Member: It is possible for the Board of Directors to appoint Honorary Members from time to time with the consent of the individuals being appointed. Such an honour is intended to recognize exemplary service to or support of the Corporation. The title is given until such time that the person renounces it, or the Board revokes it.

An Honorary Member may participate in the Corporation's activities and attend meetings but as such has no right to vote nor is eligible to be a member of the Board of Directors.

### **Conditions of Admission**

8. Membership applications are given to the secretary of the Corporation who presents them to the Board of Directors for acceptance or refusal based on the criteria in section 7 above.

### **Membership Fees**

9. There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

### **Members' Liability**

10. Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporations.

## **Resignation**

11. Members may at any time resign their membership by written notice to the Corporation. The resignation of a Member will take effect upon reception of the written notice by the Corporation or at any later date specified in the said notice.

## **Expulsion or suspension of a member**

12. The Corporation can proceed to the expulsion or suspension of a member or impose any other disciplinary measures, by way of a resolution of the Board of Directors, in the event such Member violates the present Bylaws or any other bylaw or policies of the Corporation or acts in a manner that is harmful to the Corporation.

Before proceeding to the suspension or expulsion of the member or before imposing any other disciplinary measure, the Board of Directors must send the Member, a written notice of a minimum of ten (10) days of the date, time and location of the hearing of their case and state briefly the reasons that will be held against them, in order to give such Member, the right to be heard.

The decision is final and without the possibility of appeal.

## **CHAPTER 3 – MEMBERS’ GENERAL MEETINGS**

### **Annual General Meeting**

13. The Annual General Meeting (hereinafter named “AGM”) of the members shall be held on such date and at such time and place in the Province of Quebec as the Board of Directors shall decide but must be held within four (4) months of the end of the Corporation’s fiscal year.
14. Business to be conducted - At every AGM, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented. The Directors shall be elected by the Members, and auditors appointed for the ensuing year. The Members may consider and transact any business, either special or general, at any meeting of the Members.

### **Special General Meeting**

15. The Board of Directors or the President or the Vice-President shall have power to call, at any time, a special general meeting of the Members of the Corporation. The Secretary must call a special meeting of the members upon receiving a written request to do so signed by at least ten percent (10%) of the voting members of the Corporation. If the meeting is not called within twenty-one days of the filing of the written request the signatories of the special meeting request that represent at least ten percent (10%) of the voting members of the Corporation may, themselves call the special meeting.
16. The notice calling a special meeting shall indicate the purpose of the meeting and contain the text of the resolutions that are to be adopted by the Members.

## **Notice of a Members' General Meeting**

17. At least ten (10) days' written notice of the time and place of any meeting of Members shall be given to all members by the Secretary of the Corporation, and three (3) days for an emergency meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to allow Members to form a reasoned judgment on the decision to be made. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be their last electronic or postal address recorded on the books of the Corporation.
18. The notice convening an AGM must at least include the following elements:
  - a. Agenda of the meeting;
  - b. Minutes of the last AGM;
  - c. Minutes of the last members' special meeting, if applicable;
  - d. Modifications to the general Bylaws, if applicable;
  - e. List of the Directors' positions that are up for election;
  - f. Any other question the Board of Directors wishes to bring to the Member's attention.
19. The agenda of an AGM must at least include the following elements:
  - a. Reading of the notice of meeting and the agenda;
  - b. Finding of the quorum;
  - c. Adoption of the minutes of the previous members' annual meeting;
  - d. Adoption of the minutes of the previous members' special meeting if applicable;
  - e. Presentation of the annual report of activities;
  - f. Presentation of the financial report of the previous fiscal year;
  - g. Nomination of the auditor for the current fiscal year;
  - h. Ratification of the new or modified by-laws that were adopted by the Board of Directors since the last members' annual assembly;
  - i. Election of the Directors of the Corporation;
  - j. Miscellaneous.
20. The general meeting cannot deliberate on matters that are not mentioned in the meeting's agenda, unless all members who ought to have been convened to the meeting are present and consent to the addition of the matter on the agenda.
21. In the case of members' special general meetings, all matters that will be discussed shall be mentioned in the notice of meeting and strictly only such mentioned subjects can be discussed.

22. No error or omission in giving notice of any meeting or any adjourned meeting, whether AGM or special, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting.

### **Quorum and Attendance to the General Meetings**

23. The Members that are present at the general meeting constitute quorum.
24. Members of the general public may attend the meeting, either special or annual, at the invitation of the Board of Directors. Such attendees are not considered in the constitution of the quorum.

### **Chairing of meetings**

25. The President or, in their absence, the Vice President, shall chair all meetings of members.

### **Adjournments**

26. The chair may adjourn any meeting with the consent of the majority of the Members present at the meeting. When adjourning a meeting the chair must then fix the date for the continuation of the adjourned meeting. Any business not dealt with at an adjourned AGM shall be dealt with as unfinished business at the next AGM.

### **Participating in Meetings through Technology**

27. If permitted to do so by the Corporation, any Member, or guest may participate in a meeting by telephonic or electronic means as permit all persons participating in the meeting to communicate adequately with each other. A person participating in a meeting by such means is deemed for the purposes of the Act and these by-laws to be present at the meeting. The Corporation will confirm in the Notice convening a Members' general meeting whether it will be possible for Members to participate to the meeting through technology, but it has no obligation to make such means of technology available.

### **Votes to Govern**

28. Each voting Member present at a general meeting shall have the right to one vote. Each voting Member must vote personally, as votes by procuracy are not allowed by the Corporation. At Members' general meetings, votes will be taken by show of hands, unless a ballot has been requested.
29. A majority of the votes cast by the Members present and carrying voting rights shall decide the resolutions in meetings except where the vote or consent of a greater number of Members is required by the Act or these Bylaws.
30. When a general meeting is held through telephonic or electronic means, votes may then be held entirely by any means of communication enabling votes to be cast in a way that allows

them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

## **CHAPTER 4 – BOARD OF DIRECTORS OF THE CORPORATION**

### **Composition of the Board**

31. The property and business of the Corporation shall be managed by a Board of Directors, composed of nine (9) directors, including at least one man and one woman. The Board of Directors shall make efforts to seek parity and diversity in the appointment of members. The past president of the Board cannot hold office on the Board of Directors and shall be elected if they wish to continue to be a member of the Board.

### **Qualification Eligibility**

32. To be eligible as Directors, individuals must be Active Members of the corporation in good standing, with power under law to contract.

33. Directors cannot include:

- a. Persons who are minor of age, who are placed under protective supervision, who are bankrupt or to whom the Tribunal has forbidden the right to exercise this function;
- b. Owners or staff of private companies or staff of organizations linked to the Corporation by a goods or services agreement;
- c. The Executive Director of the Corporation;
- d. Those who have not submitted their annual declaration of interest.

### **Participation to the Board of Directors' meetings**

34. The Executive Director of the Corporation may sit at the Board of Directors' meetings. From time to time, the Board may also invite other individuals to sit at the Board of Directors' meetings. The Executive Director and any such invitee do not have the right to vote.

### **Confidentiality**

35. Every Director of the Corporation shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

### **Nomination Process**

36. Members will be notified 45 days in advance of the AGM of the number of positions that are up for election. Interested members (including the directors whose term is ending) must notify

the secretary in writing at least 30 days in advance of the AGM. The secretary will confirm they have the necessary qualifications to be elected as a director. They will then be added to the slate.

### **Election**

37. Directors shall be elected by the members at an annual meeting of members of the Corporation. Where the number of candidates nominated is equal to the number of offices to be filled, members will be elected by acclamation. Where the number of candidates nominated is greater than the number of offices to be filled; the election shall be by secret ballot overseen by a scrutineer appointed by the Board of Directors.
38. On even years six (6) offices will be up for election and on odd years five (5) offices will be up for election.

### **Term of Office**

39. The Directors shall hold office for a term of two (2) years. A “year” for the purposes of this section, constitutes from one AGM to the next. Incumbent directors shall be eligible for re-election.

### **Transitional Provision – Term of Office**

40. Exceptionally, for the year 2022, four (4) Directors will be elected for a mandate of one (1) year.

### **End of Office**

41. The office of a director shall be automatically vacated in the following circumstances:
- a. A director ceases to be qualified under the provisions of the present Bylaws and no longer meets the eligibility requirements listed at sections 32 and 33 above;
  - b. A director has resigned their office by delivering a written resignation to the Corporation;
  - c. A director has missed three consecutive meetings of the Board of Directors;
  - d. A director is removed from office in accordance with sections 42, 43 and 44 of the present Bylaws;
  - e. Upon a Director’s death.

### **Removal from Office**

42. Any director may be removed from office upon the vote of a majority of the members at a special meeting duly called for such purpose.

43. The decision is final and without the possibility of appeal subject to giving the Director an opportunity to present their case to the Members at the special meeting duly called for such purpose, upon written notice to the Member of at least five (5) business days.
44. The director removed from office upon the special meeting duly called for such purposes may be replaced by the same special meeting which so removes them as Director. The new Director elected in accordance with the present section shall hold office only for the remainder of the term of office of the director they replace.

### **Vacancies**

45. If any vacancy shall occur for any reason set out in the previous sections, the Board of Directors may, by majority vote, fill the vacancy with a member of the Corporation. Until such vacancy is filled, the remaining directors may exercise all the powers of the Board, as long as quorum is maintained amongst the Board.

### **Compensation and Expenses**

46. The Directors shall serve as such without compensation and no Director shall directly or indirectly receive any profit from their position as such, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

### **Powers of the Board**

47. The Board of Directors of the Corporation shall administer the affairs of the Corporation in accordance with the objectives detailed in the Corporation's annual report or any other documents of the Corporation and in respect of the objects and limits detailed in the letters patent.
48. In particular, but without limiting the generality of the foregoing, the Board of Directors may, from time to time, in its sole discretion:
  - a. Exercise the powers and accomplish all other acts the Bylaws and the Law allows;
  - b. Accept the Members into the Corporation;
  - c. Adopt the financial statements of the Corporation;
  - d. Supervise the work of the services and committees created, if any;
  - e. Employ and pays salaries to employees, and in particular, employs, upon such terms and conditions as are deemed advisable, an Executive Director;
  - f. Define and adopts such policies as it may deem necessary for the proper carrying out of the Corporation's business and affairs;
  - g. Revise, every second year, the letters patent and the general Bylaws and update them if need be;
  - h. Devote time to the study of financial matters, human resources matter and the governance of the Corporation and adopts an annual work plan to address all issues related to such matters;



- i. Make sure an onboarding process to welcome new Directors efficiently is in place;
  - j. Administer the moveable and immoveable property of the Corporation, pay from the Corporation's funds all its current and ordinary accounts and, on behalf of the Corporation, enter into any contracts required for the carrying out of the Corporation's ordinary affairs;
  - k. From time to time, invest any monies not required for the current or ordinary expenses of the Corporation in investments, sell all or any of such investments, reinvest the proceeds or use the proceeds for capital or other necessary expenses;
  - l. Borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants, and conditions at such times, in such sums, to such an extent and in such manner as the Board of Directors in its discretion may deem expedient.
49. The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

### **Directors' Meetings**

50. Frequency of Meetings - There shall be at least six (6) meetings of the Board of Directors per year. The Directors must also meet at any other time where a pressing matter renders such additional meeting necessary.
51. Calling of Meetings - Meetings of the Board of Directors may be held at any time and place to be determined by the directors. The meetings will be called by the President or the Secretary of the Corporation or at the request of the majority of the directors by way of a written notice transmitted by mail or email to each Director indicating the date, time and place of the meeting to be held. The written notice must be given to all Directors at least forty-eight hours (48h) before the meeting. In the event an emergency meeting must be held, the notice may be reduced to at least twenty-four hours (24h).

No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting.

52. Quorum – Five (5) directors in office shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the by-laws of the Corporation. The quorum must be maintained for the entirety of the meeting.
53. Voting – When a vote is called by one of the Directors, all questions at meetings of the Board of Directors shall be decided by a majority vote and each director shall be entitled to one (1) vote. In the case of a tie vote, the chairman of the meeting shall not have a casting vote. All by-laws of the Corporation and resolutions of the directors shall be enacted or passed at duly convened meetings. A declaration by the chairman of the meeting of the Board of Directors to the effect that a resolution has been carried or lost, as to the number of votes cast, and/or as

to the majority for or against, shall be conclusive evidence thereof. At all meetings of the Board every question shall be decided by a show of hands or verbal declaration unless a poll on the question is required by the Chair or requested by any Director.

Despite any other provisions of this Bylaw, any Director entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

54. Minutes of the Meetings – The minutes of the meetings include the information pertaining to the meetings such as the date, the time of beginning and time of end, the place, the name of the Directors present and the presence of any observer. The minutes are written in an impersonal manner, summarize the discussions that have been held and present the resolutions that have been adopted.
55. Participating in Meetings Through Technology - Any director may participate in a director's meeting by telephonic or electronic means as permit all persons participating in the meeting to communicate adequately with each other. A person participating in a meeting by such means is deemed for the purposes of the Act and these by-laws to be present at the meeting. The Corporation will confirm in the Notice convening a meeting of the Board of Directors whether it will be possible for Directors to participate to the meeting through technology, but it has no obligation to make such means of technology available.
56. Written Resolutions - A resolution signed or an email acknowledgement by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting.

### **Directors' Responsibility and Indemnities**

57. All Directors have the same rights, duties, and responsibilities. They all share, with their co-directors, the responsibility of the decisions taken by the Board, unless the Director has consigned their dissidence on a specific resolution in the minutes of the meeting.  
  
However, a Director who is absent from a meeting is deemed not to have approved of the decisions reached at the said meeting.
58. Indemnification -The Corporation undertakes towards each of its directors and officers and each of its former directors and officers to indemnify them and their heirs and legal representatives against all costs, charges and expenses, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Corporation.
59. The Directors or officers or former directors or officers cannot claim indemnities to the Corporation when they have committed a gross or intentional fault, have committed a dishonest or fraudulent act or for any other wrongful act that is not covered by the insurance policy of the Corporation.
60. Insurance - The Corporation shall purchase and/or maintain appropriate liability insurance for the benefit of the Corporation and each individual acting or having previously acted in the capacity of Director or officer which insurance may include:
  - a. Property and liability insurance;

- b. Directors' and Officers' insurance; and
- c. Such other insurance as the Board sees fit from time to time.

with coverage limits and with insurers deemed appropriate by the Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

61. It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

## **CHAPTER 5 – OFFICERS OF THE CORPORATION**

62. Officers - The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person with the exception of the offices of a President and Executive Director which cannot be held by the same person. The Directors may create such other offices and appoint such persons to hold same as they may deem necessary, in their complete discretion.
63. Election - The officers shall be elected immediately following the annual meeting of members at the first meeting of the Directors amongst the members of the Board of Directors.
64. Term of office - The officers of the Corporation shall hold office for one (1) year from the date of election. A “year” for the purposes of this section, constitutes from the Board of Directors’ first meeting following an AGM to the next AGM.
65. Removal of officers and resignation – All Officers shall be subject to removal by resolution of the Board of Directors at any time.
- Any of the Officers of the Corporation, may resign at any time by giving a written notice of resignation to the President or the Secretary of the Corporation.
66. Vacancies - Any vacancy from time to time occurring among the Officers of the Corporation shall be filled by the Board of Directors for the unexpired portion of the term of the vacating officer.

### **Duties of Officers**

67. President - The President shall:
- a. Preside at all meetings of the Corporation, of the Board of Directors and shall be a member of all committees;
  - b. Oversee the general and active management of the affairs of the Corporation;
  - c. Be responsible for official Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media on matters concerning the public brought before the Board;

- d. Publish every year, in collaboration with the Executive Director, the information concerning the governance of the Corporation and the carrying out of its activities on the website of the Corporation;
- e. Ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals;
- f. Ensure the tasks and functions assigned to the Directors, Officers and employees are properly performed by all;
- g. Report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
- h. See that all orders and resolutions of the Board of Directors are carried into effect;
- i. Ensure each Director receives a copy of the letters patent, of the Bylaws and of the policies of the Corporation;
- j. Perform such other duties as may from time to time be determined by the Board.

68. Vice-President - The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be asked of them by the Board of Directors.

69. Treasurer - The Treasurer shall:

- a. Act as chair of the Finance committee;
- b. At least annually, provide an accounting to the Board with respect to all funds held in trust by the Corporation;
- c. Oversee the books of account and accounting records of the Corporation required to be kept by the provisions of the law;
- d. Ensure that an annual audit is held;
- e. Oversee the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
- f. From time to time as determined by the Board submit a financial statement or report indicating the financial position of the Corporation to the Board; and
- g. Perform such other duties as may from time to time be determined by the Board.

70. Secretary – The Secretary shall:

- a. Attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. If the secretary cannot attend a meeting, a temporary secretary for that specific meeting of the Board should be named;
- b. Give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision they shall be;
- c. Be custodian of the seal of the Corporation, which they shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution;

- d. Perform such other duties as may from time to time be determined by the Board;
  - e. Ensure the follow-ups required with the correspondence of the Corporation;
  - f. Oversee the secretariat and the bookkeeping of the Corporation;
  - g. Ensure, annually, the conservation of the books and records of the Corporation;
  - h. Assist the President with the preparation and distribution of the notices for the meetings of the Corporation;
  - i. Prepare the minutes of the meetings of the Corporation;
  - j. Receive and keep the annual declarations of interest of the Directors;
  - k. Share, annually, at a meeting of the Board of Directors, a report confirming they have received every Director's annual declaration of interests;
  - l. Ensure the annual declaration is filled at the Registraire des entreprises du Québec; and
  - m. Perform such other duties as may from time to time be determined by the Board.
71. Other officers - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.
72. Executive Director - The Executive Director shall exercise administrative and other operational supervision over the affairs of the Corporation subject to the direction of the Board of Directors and shall perform such other duties as they may from time to time be directed to perform by resolution of the Board of Directors. The Executive Director is the only person who reports to the Board of Directors. Other paid staff or volunteers of the Corporation report to the Executive Director. The Executive Director shall have authority to employ and discharge agents and employees of the Corporation. In particular, they shall draw up, for the approval of the Board, such statements of policies as may be deemed necessary for the proper carrying out of the Corporation's affairs. They shall, at all reasonable times, give the Directors, or any of them, all information they may require regarding the affairs of the Corporation. Unless otherwise requested, they may attend all meetings of the Board and of committees of the Corporation. The Executive Director sits on the Board of Directors as an observer and resource person. They do not have a right to vote.

## **CHAPTER 6 – COMMITTEES**

73. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. Three types of committees may be formed:
- a. Standing committees such as the Governance, Finance, Fundraising or Maintenance committees which are permanent committees that meet regularly.
  - b. Adhoc committees which can be assembled to address a specific issue (such as a task force that deals with a particular topic).
  - c. Statutory committees such which are created in order to meet the requirements of these by-laws.

The directors shall determine the duties of such committees.

74. The Corporation shall not, at any time, create an executive committee.

## **CHAPTER 7 – FINANCIAL PROVISIONS**

### **Banking Arrangements**

75. The banking business of the Corporation shall be transacted at such bank, trust Corporation 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 by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

76. All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Officer or Officers or person or persons and in the manner from time to time prescribed by the Board by a resolution.

### **Execution of Documents**

77. Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation shall be signed by any two Officers or Directors and all documents so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power from time to time, by resolution, to appoint an Officer or Officers on behalf of the Corporation to sign documents generally or to sign specific documents. The seal of the Corporation when required may be affixed to documents executed in accordance with the foregoing. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

### **Financial Year**

78. Unless otherwise ordered by the Board of Directors, the financial year end of the Corporation shall be March 31st.

### **Auditors**

79. The Members shall, at each AGM, appoint an auditor to audit the annual financial statements of the Corporation and report to the Members. The auditor shall hold office until the next AGM 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.

80. The books and financial statements are audited yearly by the appointed auditor as timely as possible following the end of the financial year.

## **CHAPTER 8 – FINAL PROVISIONS**

### **Amendment of Bylaws**

81. The Board may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such Bylaw, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed or rejected by the Members. If the Bylaw, amendment, or repeal is confirmed by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a Bylaw that requires a special resolution of the Members according to the Act because such Bylaw amendments or repeals are only effective when confirmed by Members.

### **Effective Date**

82. ENACTED by the Directors as a Bylaw of the Camp Amy Molson Inc. this 21st day of November, 2022.