

THE MANITOBA SAILING ASSOCIATION

(the "Association")

being a by-law relating generally to the
transaction of the affairs of the Association

BY-LAW NO. 1

(Enacted November 2003 and replaces all previous by-laws)

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

SECTION 1 - DEFINITIONS

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

- (a) **Act** means *The Companies Act* of the Province of Manitoba and any act that may be substituted therefor, as from time to time amended.
- (b) **Board** means the board of directors of the Association.
- (c) **By-laws** means this by-law and all other by-laws of the Association from time to time in force and effect.
- (d) **Executive Director** means the Executive Director, employed by the Association to manage the affairs of the Association on a day to day basis.
- (e) **Letters Patent** means the letters patent of incorporation of the Association.
- (f) **Member** has the meaning prescribed in section 7 of this by-law.
- (g) **Member of Member Club** means a person who is a current member of a Member club.
- (h) **Meeting of Members** means an annual or general or special general meeting of Members.

SECTION 2 - NAME

2.1 The name of this Association as expressed in the Letters Patent is the "Manitoba Sailing Association Inc."

SECTION 3 - OBJECTIVES

3.1 The objectives of the Association, as adopted by the Board of Directors and reviewed from time to time, are as follows:

- (a) to foster the sport of competitive and recreational boating in Manitoba in all its forms, and
- (b) to serve generally as the Provincial Authority for sailing in Manitoba and to advance the interests of Manitoba boating clubs and to act in their mutual behalf as occasion may require; and to take such steps and make such affiliations with other Associations as will maintain and enhance this Association's role.

SECTION 4 - ORGANIZATION

4.1 The organization of the Association shall be as follows:

- (a) The Association shall consist of Members, a Board of Directors, an Executive Committee and Officers.
- (b) The governing documents of the Association shall include the Letters Patent, the By-laws and Regulations, as amended from time to time.
- (c) The Regulations shall be authorized by the Board of Directors and approved by the Members.
- (d) The Regulations shall specify a committee structure that will assist the Board of Directors to govern the Association with due diligence.

SECTION 5 - CORPORATE SEAL

5.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.

SECTION 6- HEAD OFFICE

6.1 Until changed, the head office of the Association shall be in the City of Winnipeg, in the Province of Manitoba.

SECTION 7 - MEMBERSHIP

7.1 The membership of the Association shall consist of:

- (a) clubs with an interest in boating. In order to be qualified for membership a club must:

- (i) have a constitution or by-laws which do not contain provisions inconsistent with the By-laws of the Association,
 - (ii) provide for and hold at least an annual meeting of members for which notice is given to all members;
 - (iii) have a membership list with a minimum of five voting members; and
 - (iv) charge fees for membership and/or services and have a postal address.
- (b) class associations controlling the sport of yachting within any recognized class of yacht.

7.2 Candidates for membership in any of the categories specified in section 7.1 shall make application in writing to the Board of Directors. Consideration for approval of an application will occur at the next scheduled meeting of the Board of Directors.

7.3 The Board of Directors may from time to time establish guidelines for additional classes of members.

7.4 The Board of Directors will determine from time to time the dues and fees of Members of the Association.

7.5 The Board of Directors may levy a special assessment, in addition to all other fees, of not more than the annual fee payable by the Member.

7.6 The Board of Directors will determine, from time to time, the date on which dues, fees and assessments are payable.

7.7 A Member must give notice to the Board of Directors of cessation of membership not later than December 31 in the last year of membership, otherwise the Member shall be liable for the fees, dues and assessments for the subsequent year, upon application for reinstatement as a Member.

7.8 The Board of Directors may terminate the membership of any Member whose fees and/or special assessments, if any, remain unpaid for more than one year.

7.9 The Board of Directors or the Executive Committee may expel from membership any Member that exhibits conduct injurious to the character or interests of the Association. The Member whose expulsion is under consideration shall be entitled to:

- (a) notice of any proceedings the subject of which is the Member's expulsion;
- (b) be advised of the grounds on which and the reasons for the expulsion proceedings,

- (c) offer an explanation or justification either orally or in writing, and
- (d) a hearing before the Executive Committee (or Board of Directors), if requested by the Member,

all of which is to be conducted in accordance with the Rules of Procedure set forth in the Association's Regulations.

7.10 Any Member expelled by a majority vote of the Executive Committee (or Board of Directors) may appeal the decision to the next General Meeting where a two-thirds majority of Members present and voting is required to reinstate the Member.

SECTION 8 - MEETINGS OF MEMBERS

8.1 The Annual Meeting of the Members of the Association shall be held not later than December 15th of any year, at such time and place as the Board of Directors may determine.

8.2 The Board of Directors shall call a Special Meeting either whenever it considers such a meeting to be necessary, or upon receiving a request in writing by five (5) Members entitled to attend and vote at a General Meeting.

8.3 Ten (10) days' written notice of any Annual or Special Meeting shall be given to each Member. Such notice shall specify the place, day and the hour of the meeting and shall include the agenda. Notice of any meeting where special business will be transacted shall be accompanied by sufficient information to permit the Member to form a reasoned judgement on the decision to be taken.

8.4 The quorum for the transaction of business at any Annual or Special Meeting shall be twenty five percent (25%) of Members and officers entitled to vote. In the absence of the President, the meeting will be chaired by a member of the Board of Directors designated by the President. In the absence of any member of the Board of Directors within (30) minutes after the time appointed for holding the meeting, the Members present may choose one of the Members of the Member Associations to take the chair.

8.5 Items not included on the circulated agenda, excluding matters requiring Notice of Motion as prescribed in section 8.13, may be added to the agenda at the meeting prior to the time that the agenda is approved by a two-thirds majority of the votes cast.

8.6 If a Club has more than 60% of its members living outside of Winnipeg, it may apply to the Executive prior to one week before the meeting for proxy status at the Annual General or Special Meeting

8.7 The business to be conducted at the Annual Meeting shall include:

- (a) reporting on Association activities for the last year;

- (b) receipt of Financial Statements for the last fiscal period as approved by the Board of Directors;
- (c) appointment of auditors;
- (d) the election of the Executive Officers; and
- (e) such other matters as may rightfully come before the meeting including matters resulting from Notices of Motion.

8.8 Any person who is an Association Member, by virtue of belonging to a member organization specified in section 7.1, or other category established by the Board of Directors, may attend, and participate in the discussion of business at an Annual General or Special Meeting. Any other person may be invited to attend and participate at the invitation of the Chairman.

8.9 At meetings of Members the following Members are entitled to the number of votes indicated:

- (a) Member yacht clubs shall be allocated votes proportional to their paid membership as follows:
 - (i) 5 to 10 members - 1 vote;
 - (ii) 11 to 20 members - 2 votes;
 - (iii) for each additional 10 members - 1 additional vote per 10 members.
- (b) The number of members of a club shall be established and certified by the Executive Director from the last membership report issued prior to one week before the meeting.

8.10 Each officer shall have one vote.

8.11 No Member shall be entitled to vote unless all fees and dues have been paid by the time appointed for the commencement of the meeting of Members.

8.12 At an Annual or Special Meeting, questions, including a request for a vote by secret ballot, shall be decided by the majority on a show of hands of the Members entitled to vote. In the event of a secret ballot, the ballots will be tabulated by a scrutineer appointed by the Chairman of the meeting and ratified by the meeting, and the results reported to the meeting.

8.13 The following items cannot be considered at a meeting of the Members unless Notice of Motion and appropriate documents are attached to the circulated agenda:

- (a) amendments to the By-laws;

- (b) borrowing of money;
- (c) reviewing, amending or rescinding a previously passed motion;
- (d) removal of Members;
- (e) affiliation of the Association with other bodies; and
- (f) dissolution of the Association.

8.14 Notices of Motion by Members must be received by the Executive Director at least one week before the required distribution of the circulated agenda.

8.15 A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by the Act or these By-laws.

8.16 No error or omission in giving notice of any annual meeting or general meeting or any adjourned meeting whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For 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 his last address recorded on the books of the Association.

SECTION 9 - BOARD OF DIRECTORS

9.1 The affairs and activities of the Association shall be governed by a Board of Directors which shall be responsible for establishing the general policy, goals and objectives of the Association and in particular shall:

- (a) monitor the activities of all committees of the Association;
- (b) establish priorities among the Association's programs;
- (c) give final approval to the Association's Budget;
- (d) consider and act upon applications for membership and association;
- (e) ratify and confirm the establishment of such committees as it may consider necessary or desirable; and
- (f) exercise all powers of the Association as are not required either by the Act or these by-laws to be exercised by the Members at an Annual General Meeting or have not been delegated to the Executive Committee.

9.2 The Board of Directors shall be comprised of one director from each of the member clubs and class associations plus 9 elected directors and the past president, of whom a majority of the number of directors then in office shall constitute a quorum.

9.3 In order to be eligible for appointment or election as a director, candidates must be:

- (a) individuals, at least 18 years of age, with power under law to contract; and
- (b) be a member of a member club, class or other member organization.

9.4 The composition of the Board shall consist of directors appointed by member clubs, 1 athlete appointed director, 1 parent committee appointed director, the elected President, the 5 elected Vice Presidents and the past President, appointed or elected as follows:

- (a) each member club or class association shall appoint one director to the Board.
- (b) Members of the Manitoba Sailing Team shall elect one director to the Board.
- (c) Members of the Parent Advisory Committee shall elect one director to the Board.
- (d) The President and Vice Presidents shall be elected by a vote of the membership.

9.5 The election of the President and the Vice Presidents shall be conducted as follows:

- (a) the Nominating Committee will prepare a slate of nominees for the positions of President of the Board, Vice President (Finance)/Treasurer, Vice President (Manitoba Sailing Team), Vice President (Administration)/Secretary, Vice President (Racing), Vice President (Recreation) and Vice President (Training) accompanied with a brief biography of each nominee, and provide this slate to the Executive Director no later than two weeks (14 days) prior to the Annual Meeting;
- (b) the slate will be mailed to all Members by the Executive Director not less than 10 days prior to the Annual Meeting;
- (c) If there are no more offices to be filled than there are nominations, the Chairman shall direct the Secretary to cast a single ballot in favour those nominated for each office. If there are more candidates nominated than offices to be filled for either the Presidency or the Vice-presidencies, an election shall be held for those offices. All voting shall be by secret ballot.

- (d) the Chairman of the meeting will appoint a scrutineer or scrutineers to administer the election and count the ballots.
- (e) the ballots may be destroyed on a motion approved at the Annual Meeting.

9.6 Directors shall be elected for a term of two years.

9.7 In addition to the above directors, the Board may appoint up to two additional directors-at-large who shall hold office until the next Annual General Meeting.

9.8 Any vacancy or vacancies on the Board of elected directors in section 9.4(b) or 9.4(d) however caused may, so long as a quorum of directors remain in office, be filled by the directors, if they shall see fit to do so, otherwise such vacancy or vacancies shall be filled at the next annual meeting of the Members at which the directors for the ensuing year are elected. If there is not a quorum of directors remaining in office, the remaining directors shall forthwith call a meeting of the Members to fill the vacancy or vacancies. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. Any vacancy or vacancies in the directors appointed pursuant to section 9.4(a) shall be filled by the appropriate member club or class association.

9.9 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

9.10 The office of a director shall be automatically vacated:

- (a) if at a special general meeting of Members, a resolution is passed by 2/3 of the Members present at the meeting that he be removed from office;
- (b) if a director has resigned his office by delivering a written resignation to the secretary of the Association;
- (c) if a director, appointed by a member club or class association is replaced by that member club or class association.
- (d) if a director is found by a court to be of unsound mind;
- (e) if a director becomes bankrupt or suspends payment or compounds with his creditors;
- (f) on death; or
- (g) if the director is disqualified as a director pursuant to the provisions of the Act.

9.11 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Association as an officer or in any other capacity and receiving compensation therefor.

9.12 At directors' meetings, all the Members of the Board of Directors shall have one vote. The President shall cast a deciding vote in the event of a tie.

SECTION 10 - POWERS OF DIRECTORS

10.1 The directors of the Association may administer the affairs of the Association in all matters and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, and generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

10.2 The directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees.

10.3 The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.

10.4 The Board is hereby authorized, from time to time:

- (a) subject to the approval of the Members, to borrow money upon the credit of the Association, 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 in its discretion may deem expedient;
- (b) to limit or increase the amount to be borrowed;
- (c) subject to the approval of the Members, to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board; and
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

10.5 The Board shall take such steps as they may deem requisite to enable the Association 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 Association.

10.6 The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. This authority may be delegated to the Executive Committee and the Executive Director in the course of normal business activities.

10.7 Remuneration for all officers, agents and employees and committee Members shall be fixed by the Board of Directors. This authority may be delegated to the Executive Committee and the Executive Director in the course of normal business activities.

SECTION 11 - DIRECTORS' MEETINGS

11.1 The Board of Directors shall normally meet ten times each year on a monthly basis, excluding the months of July and August. At least five (5) days prior to any meeting, notice in writing will be sent to each director including the agenda for business to be conducted.

11.2 Additional meetings of the Board may be held at any time and place to be determined by the directors or at the call of the Executive Committee provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 10 days prior to the meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. All the members of the Board of Directors shall have one vote. In the event of a tied vote the President may cast an additional deciding vote.

11.3 A majority of directors in office shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be entitled to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

11.4 Directors and other eligible persons may participate in a meeting of the Board, the Executive Committee or any committee of the Board by means of a conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting. The Chair of any meeting held by conference telephone or other communications facilities shall take a roll call at the commencement of the meeting by calling out the name of each person participating and

making a list of all present or deemed to be present in order to determine whether there is a quorum of persons present at any such meeting.

SECTION 12 - EXECUTIVE COMMITTEE

12.1 The Executive Committee of the Association shall consist of the President of the Board, Vice President (Finance/Treasurer), Vice President (Manitoba Sailing Team), Vice President (Operations), Vice President (Racing), Vice President (Recreation), Vice President (Training).

- (a) The officers constituting the Executive Committee shall be elected for a two year term or until their successors are elected.
- (b) The Executive Committee shall supervise the operations of the Association in accordance with the policies adopted by the Board of Directors. It shall report on its activities to the Board of Directors and between meetings of the Board of Directors may deal with any matter on behalf of the Board of Directors except:
 - (i) the admission of Members, the termination of membership and the reinstatement of membership;
 - (ii) the determination of dues and fees of Members;
 - (iii) the enactment of by-laws; and
 - (iv) those matters that may conflict duties of other committees established by the Board of Directors.
- (c) The Executive Committee shall meet at the call of the President or any two members of the Executive with 48 hours notice.
- (d) A quorum for meetings of the Executive Committee shall consist of four members of the Executive Committee.
- (e) Any vacancy or vacancies on the Executive Committee, however caused, may, so long as a quorum of the Executive Committee remain in office, be filled by the Executive Committee, if they shall see fit to do so and such appointment shall be ratified at the next meeting of the Board, otherwise such vacancy or vacancies may be filled at the next Board meeting or shall be filled at the next annual meeting of the Members at which the directors for the ensuing year are elected.

SECTION 13 - NOMINATING COMMITTEE & NOMINATION PROCESS

13.1 The Nominating Committee shall consist of a Chair elected by the Board of Directors and two other members, selected from the Association membership at large. A quorum will consist of a majority of the committee.

13.2 The Nominating Committee shall prepare a slate of nominees for election to the Executive Committee of the Board of Directors, accompanied by a brief biography of each nominee. The slate of nominees and biographies will be deposited with the Executive Director no later than two weeks (14 days) prior to the Annual General Meeting for circulation to the Members. The Nominating Committee may nominate more than one person for each position.

13.3 Any two (2) voting Members of the Association may nominate a person to serve on the Executive Committee of the Board of Directors. The nomination must be supplied to the Nominating Committee, along with a brief biography of the person and evidence of the person's consent to be nominated, no later than three weeks (21 days) prior to the Annual Meeting. Such nominations will appear on the slate of nominees being prepared by the Nominating Committee.

SECTION 14 - INDEMNITIES TO DIRECTORS AND OTHERS

14.1 Every director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their 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;

- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability except such costs, charges or expenses as are occasioned by his own wilful neglect or default; and
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

SECTION 15 - OFFICERS

15.1 The officers of the Association shall be the President , the elected Vice-Presidents and any such other officers as the Board may by by-law determine. Any two offices may be held by the same person.

15.2 The officers of the Association shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers, except those officers elected by the Members, shall be subject to removal by resolution of the Board or the Executive Committee at any time.

SECTION 16 - DUTIES OF OFFICERS

16.1 The President shall preside at all meetings of the Association, the Executive Committee, and the Board of Directors. The President shall represent the Association at various public functions, ensure that the Directors are aware of all policy guidelines of the Association and of the decisions of committees, and monitor the performance of all committees. The President shall also have such particular duties, functions and responsibilities as may be assigned to him from time to time by the Board of Directors.

16.2 The Vice Presidents shall be responsible for the general policies of their respective divisions or areas.

16.3 The Treasurer shall be responsible for all financial affairs of the Association, including the preparation of financial statements for submission to the Board of Directors, working with the auditors for preparation of the yearly audited statements and working with the Board of Directors to prepare an annual budget for the Association. The Executive Committee, on the advice of the Treasurer, may delegate any of the day to day carrying out of the responsibilities of the Treasurer to the Executive Director who shall carry out these duties under the general supervision of the Treasurer.

16.4 The Vice President Operations shall generally be responsible for the corporate administrative affairs of the Association. The corporate administrative duties shall be carried out by the Executive Director under the general supervision of the Secretary. The corporate duties, including attendance either personally or by delegate at all meetings to record all votes and minutes of all proceedings in the books to be kept for that purpose, the giving or causing to be given notice of all meetings of the Members and of the Board of Directors, and the performance of such other duties as may be specifically prescribed by the Board or President. The VP Operations shall be custodian of the seal of the Association, which shall be delivered 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. Except that he may deliver the seal to the Executive Director at any time without such resolution.

16.5 The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

16.6 Documents and other instruments in writing requiring the affixing of the seal shall be executed by the President and the Executive Director or any Officers specifically authorized to do so pursuant to section 18.1.

SECTION 17 - COMMITTEES

17.1 The Board or the Executive Committee may appoint committees whose members shall hold their offices at the pleasure of the Board or Executive Committee. The Executive Committee or Board shall determine the duties of such committees and may, by resolution, fix remuneration, if any, to be paid.

SECTION 18 - EXECUTION OF DOCUMENTS

18.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by an officer of the Association and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers specifically appointed by resolution of the Board.

SECTION 19 - MINUTES OF BOARD OF DIRECTORS

19.1 The minutes of the Board shall be available to the general membership of the Association and shall be available to the Board, each of whom shall receive a copy of such minutes.

SECTION 20 - FINANCIAL YEAR

20.1 Unless otherwise ordered by the Board, the fiscal year end of the Association shall be March 31st of each year.

SECTION 21 - AMENDMENT OF BY-LAWS

21.1 The by-laws of the Association may be repealed or amended, or a new by-law may be enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law.

SECTION 22 - AUDITOR

22.1 The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association for report to the Members at the next annual meeting. The auditor shall 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 Executive Committee.

22.2 The auditor may not be a director, officer or employee of the corporation without the consent of all the Members.

SECTION 23 - BOOKS AND RECORDS

23.1 The Board of Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

SECTION 24 - RULES AND REGULATIONS

24.1 The Board of Directors or the Executive Committee may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect unless they are repealed at an annual or special meeting of Members.

SECTION 25 - INTERPRETATION

25.1 In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Associations.

SECTION 26 - HONOURARY DIRECTORS AND MEMBERS

26.1 On a proposal made by the Board of Directors, the Members at an Annual Meeting may, as a mark of respect or of appreciation for past services to the Association or the sport, elect a distinguished person to be a Honorary Director or Honorary Member.

- (a) Unless otherwise prescribed by the Annual Meeting at the time of elections, a person shall be elected to an Honorary Directorship or Honorary Membership for life.
- (b) Honorary Directors and Honorary Members shall be entitled to attend and to participate in all meetings of the Association, including the Board of Directors and committees, but shall not be entitled to vote unless specifically appointed to represent a province or elected by the membership as a member of the Executive Committee.

DATED at Winnipeg, Manitoba this ____ day of _____, 2003.

President

VP Operations