

LAC NOTRE-DAME AND USHER LAKE ASSOCIATION

BY-LAW NUMBER 1

A By-Law relating generally to the transaction of the affairs of Association des lacs Notre-Dame et Usher/ Lac Notre-Dame and Usher Lake Association ("Association").

BE IT ENACTED as a By-Law of the Association as follows:

ARTICLE 1 - INTERPRETATION

1.1 In this By-Law and all other By-Laws and special resolutions of the Association, unless the context otherwise requires:

“**Act**” means PART III of The Corporations Act of Quebec, and any act that may be substituted therefore, as from time to time amended;

"**Annual General Meeting (AGM)**" has the meaning given in the Constitution of the Association;

“**Board**” means the Board of Directors of the Association;

“**By-Laws**” means the by-laws of the Association passed by the Board and ratified by the members, as the same may be amended or replaced from time to time;

"**Constitution**" means the Constitution of the Association, as the name may be amended from time to time;

"**Director**" means a duly elected member in good standing of the Board;

"**Lakes**" means Lac-Notre Dame and Usher Lake;

“**Letters Patent**” means the Letters Patent incorporating the Association dated as from time to time amended by Supplementary Letters Patent;

“**Meeting of members**” include the Annual General Meeting and all other general or special meeting of members of the Association conducted in accordance with the Constitution and By-Laws of the Association;

"**Member in good standing**" is one who meets the qualifications for membership, has

paid the annual membership fee as prescribed by the Board of Directors, and is qualified to vote on any matter of the Association.

"**Officer**" means a duly appointed member of the Board who has been designated for a particular office.

"**Proxy/Proxy vote**" is a written authorization given by any member (who is entitled to vote) to any other member (in good standing of the Association) to vote on his/her behalf.

1.2 Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, associations, partnerships, trusts, corporations, unincorporated organizations and any number of aggregates of persons.

ARTICLE 2 - REGISTERED OFFICE

2.1 The registered office of the Association shall be within the Municipality of La Peche, Province of Quebec, and at such place therein as the Directors may from time to time determine.

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

ARTICLE 3 - BOARD OF DIRECTORS

3.1 The affairs of the Association shall be managed by a Board of Directors consisting of seven (7) persons, each of whom at the time of his/her election, or within ten (10) days thereafter and throughout his/her term of office, shall be a member in good standing of the Association. If a person ceases to be a member in good standing of the Association then he/she shall no longer qualify to be a Director and must resign forthwith.

3.2 The election of Directors at the Annual General Meeting of members may be by a show of hands, but if more than the required number of Directors are nominated and stand for election, the vote shall be conducted by secret ballot. The members of the Association may, by resolution passed by at least two-thirds (67%) of the votes cast at a Meeting of members of which notice specifying the intention to pass such a resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at the meeting, elect a person in his/her stead for the remainder of his/her term.

3.3 The Directors shall strive to achieve the Objectives of the Association. Each Director shall act upon the business of the Board in a thoughtful, conscientious, financially-responsible and transparent manner. Directors are expected to take an active role in the promotion and development of the Objectives of the Association. Each Director, excluding the President and Vice President, shall serve as a liaison for a specific area of the Lakes, and his/her responsibilities shall include coordinating activities and communications between the Association and its members of the sector he/she represents.

3.4 The Board should to the extent possible have representation from all sectors of Lac Notre-Dame and at least one representative from Usher Lake.

ARTICLE 4 - VACANCIES, BOARD OF DIRECTORS

4.1 Vacancies on the Board may, so long as a quorum of Directors remain in office, be filled by the Directors as they shall see fit to do so, and if not so filled, such vacancies shall be filled at the next Annual General Meeting of members at which the Directors for the ensuing year are elected.

4.2 A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of the Director's predecessor in office, provided that such appointment is ratified by the members at the next Annual General Meeting.

4.3 If as a result of multiple vacancies there is not a quorum of originally elected Directors remaining at any time during the term of the Board, the Directors shall forthwith call a meeting of the members to fill the vacancies, at all times attempting to preserve, to the greatest extent possible in the constitution of the Board, representation of all sectors of Lac Notre-Dame and one representative from Usher Lake.

4.4 A Director may resign his/her office by notice in writing delivered or sent to the President or Secretary of the Association and such resignation shall become effective on receipt thereof or on such later date as specified in such notice.

ARTICLE 5 - QUORUM AND MEETING, BOARD OF DIRECTORS

5.1 Four Directors shall form a quorum for the transaction of business of the Association. Except as otherwise required by law, the Board may hold its meetings at such place or places as the Directors may from time to time determine. Directors' meetings may be formally called by the President or Vice President, or by the Secretary on direction in writing of two Directors. Notice of such meetings shall be delivered, sent by confirmed fax transmission or e-mail to each Director not less than three days before the meeting is to take place or shall be mailed to each Director not less than ten days before the meeting is to take place. The statutory declaration of the Secretary or President

that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

5.2 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board meeting may also be held without notice immediately following the Annual General Meeting of members of the Association. The Directors may consider or transact any business either special or general at any meeting of the Board.

5.3 Minutes of each meeting of the Board shall be taken by the Secretary or such other person designated by the chairperson of the meeting. The minutes are to be circulated to the attendees of the meeting within a reasonable time following the meeting, with the opportunity given to the attendees to ratify or correct the minutes. The minutes of the previous meeting are to be ratified and confirmed at the next meeting of the Board before being entered as official minutes of the meeting of the Board. This protocol for minutes is also to apply to meetings of the Executive Committee of the Board.

5.4 Minutes of each meeting of the Board shall be made available in English and in French.

ARTICLE 6 - ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving a notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had at such meeting.

ARTICLE 7 - VOTING, BOARD OF DIRECTORS

7.1 Questions arising at any meeting of Directors shall be decided by a majority of votes, and the chairperson of the meeting may vote on any question. In any case of equality of votes, the question shall be lost. All votes at any such meeting shall be taken by ballot, if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by verbal assent or dissent or by a show of hands. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such question.

7.2 In the absence of the President, his/her duties shall be performed by the Vice President or such other Director as the Board may from time to time appoint for the purpose as required. The Vice President will also perform such other duties as may be determined from time to time by the Board.

ARTICLE 8 - POWERS

8.1 The Board has the powers and authority vested in the Board under the Constitution. The Directors shall administer the affairs of the Association in all things 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, generally may exercise all such other powers and do all such other acts and things as the Association is, by its Constitution or otherwise, authorized to exercise and do.

8.2 The Board shall not however, (i) enter into any contract which imposes obligations upon the Association in excess of the limits contemplated in Article 17 of this By-Law, (ii) borrow funds or (iii) pledge the credit of the Association for any project or purpose, unless first approved by a two-thirds (67%) majority vote of members in good standing present or represented by proxy at a Meeting of members where such matter has been included in the notice of meeting issued to the members as a matter to be discussed and voted upon.

8.3 The Board may pass or amend by-laws from time to time not inconsistent with the Objectives of the Association, but any such by-law shall not come into force and effect until it has been ratified by a two-thirds (67%) majority vote of the members in good standing of the Association who are present or represented by proxy at any duly convened AGM or special meeting provided that notice of the proposed By-law or amendment has been mailed or delivered to the last known address or coordinates of each member at least twenty-one (21) days prior to the date of such meeting.

ARTICLE 9 - REMUNERATION OF DIRECTORS

The Directors, and those Directors who also serve as Officers, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his/her position as Director, provided that a Director or Officer may be paid reasonable expenses incurred by him/her in the performance of his/her duties as may be authorized or approved by the Board.

ARTICLE 10 - TERM OF OFFICE

The term of office of a Director shall be two years, and a Director may stand for more than one term of office, but no Director may serve for more than three consecutive terms of office. The past President may remain in office as long the incumbent President remains in office.

ARTICLE 11 - CONFLICT OF INTEREST

Any possible conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such Director shall not vote or use personal influence on the matter and shall not be counted in the quorum for a meeting at which Board action is to be taken on the matter. The Director may, however, briefly state a position on the matter and answer pertinent questions of Board members. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

ARTICLE 12 - OFFICERS OF THE ASSOCIATION

There shall be a President, a past President (where applicable), a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may determine by resolution from time to time. The President, Vice President, Secretary and Treasurer shall be elected or selected by the Board from among their number at the first meeting of the Board after creation of the Association and thereafter at each annual meeting of the Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected or appointed. The terms of reference or mandate of all other Officers shall be determined from time to time by the Board. In the event of a vacancy in any office, such vacancy shall be filled by appointment by the Board in accordance with the rules governing decisions of the Board.

ARTICLE 13 - REMOVAL OF OFFICER

Any officer may be removed by the Board or by members at a meeting of members, in each case in accordance with the rules governing decisions of the Board or meetings of members as the case may be, whenever, in their judgment, the best interests of the Association would be served. Any Officer of the Association ceases to be an Officer if he/she ceases to be a Director or ceases to be a member in good standing.

ARTICLE 14 - DUTIES OF THE PRESIDENT AND VICE PRESIDENT

The President shall, when present, preside as chairperson at all meetings of members of the Association, meetings of the Executive Committee and meetings of the Board. The President shall also be charged with the general management and supervision of the affairs of the operation of the Association, and shall be the Association's representative to the public. The President and the Secretary, or other officer appointed by the Board for the purpose, shall sign all By-Laws and membership certificates. The Vice-President shall perform such functions and undertake such actions as directed or delegated by the

President from time to time. During the absence or inability of the President, his/her duties and powers shall be exercised by the Vice President, or such other Director as the Board may from time to time appoint for the purpose, and if such person exercises any such duty or power the absence or inability of the President shall be presumed with respect thereto.

ARTICLE 15 -DUTIES OF THE SECRETARY

The Secretary shall be ex-officio clerk of the Board. He/she shall attend all meetings of the Executive Committee, meetings of the Board, and meetings of members. He/she will record all facts and minutes of all proceedings in the books of the Association kept for that purpose. He/she shall maintain an up-to-date list of all members and give all notices required to be given to members and to Directors, and he/she shall perform such other duties as may from time to time be determined by the Board. In the absence of the Secretary at any meeting, another person shall be designated by the chairperson of the meeting to record all facts and minutes of such proceedings for insertion into the books of the Association kept for that purpose. During the absence or inability of the Secretary, his/her duties and powers shall be exercised by the Vice President or such other Director as the Board may from time to time appoint for the purpose, and if such person exercises any such duty or power the absence or inability of the Secretary shall be presumed with respect thereto.

ARTICLE 16 - DUTIES OF THE TREASURER

16.1 The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board. He/she shall control the receipt and deposit of membership dues and other funds and the issuance of cheques from the accounts of the Association and shall disburse the funds of the Association under the direction of the Board taking proper vouchers therefore. All cheques or other disbursement of funds of the Association shall be signed by the Treasurer and one other officer as determined by the Board.

16.2 The Treasurer shall render to the Board, at the regular meeting thereof or whenever required of him, an account of all his/her transactions as Treasurer, and of the financial position of the Association. The Treasurer shall, at the Annual General Meeting of members, prepare and present a statement and report of all financial transactions of the Association over the past year and of the financial position of the Association. Such statement shall be prepared by an independent chartered accountant or by the Treasurer and shall be signed by the Treasurer and supported by the signature of two members of the Board. He/she shall also perform such other duties as may from time

to time be determined by the Board.

16.3 During the absence or inability of the Treasurer, his/her duties and powers shall be exercised by the Vice President, or such other Director as the Board may from time to time appoint for the purpose, and if such person exercises any such duty or power the absence or inability of the Treasurer shall be presumed with respect thereto.

ARTICLE 17 - EXECUTION OF DOCUMENTS

17.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by at least two persons being either the President or the Vice President and by the Treasurer, and the signing Officers shall affix the seal of the Association to such instruments as require the same. The approval of any of the above-noted documents in the ordinary course of the Association's operations, up to a maximum monetary limit of five hundred dollars (\$500.00) per arrangement or undertaking, may be entered into on behalf of the Association by any two of the President, Vice President, Secretary or Treasurer. Any contract or financial arrangement in excess of the said monetary limit of five hundred dollars shall be permitted only if approved in advance by a majority of members of the Association at a meeting of members.

17.2 Any of the President, Vice President, Secretary or Director-at-Large, together with the Treasurer, may transfer any and all money, cheques, drafts or other property from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the Association transfers of money, cheques, drafts or other property from time to time transferred to the Association, and may affix the corporate seal, if required, to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or real or personal property and of money, grants, donations, inheritances and other monetary contributions, money, cheques, drafts or other property on the books of any company or association.

17.3 Notwithstanding any provisions to the contrary contained in the By-Laws of the Association, the Board may, at any time, by resolution of a two-thirds majority of the Directors present at a duly constituted meeting of the Board, direct the manner in which, and the person or persons by whom, any particular instrument, contract or undertaking of the Association may or shall be executed.

ARTICLE 18 - BOOKS AND RECORDS

The 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 by the Secretary and the Treasurer or by such persons as are temporarily appointed in the place of, and to perform the functions of, the Secretary or the Treasurer.

ARTICLE 19 - EXECUTIVE COMMITTEE AND OTHER COMMITTEES

19.1 The President, Secretary, and Treasurer shall comprise the Association's Executive Committee. Between meetings of the Board, the affairs of the Association shall be conducted by the Executive Committee, subject to the directives of the Board and subject to the provisions and intent of the Constitution and By-Laws. Decisions of the Executive Committee shall be in writing and submitted to the Board for ratification.

19.2 The Board may appoint standing committees or ad hoc committees as required whose terms of reference shall be as delegated, but no commitment binding the Association, monetary or otherwise, shall be made by such committees.

ARTICLE 20 - MEMBERS

20.1 Qualifications for membership in the Association and a member's entitlement to vote at Meetings of members are set out in the Constitution. Each Member in good standing shall be entitled to vote at any duly convened Meeting of members.

20.3 Any member may resign by sending notice of such resignation in writing addressed to the Board, and such resignation shall be effective in accordance with its terms.

20.4 Upon thirty (30) days' notice in writing to a member of the Association, a majority of the Directors, or a majority of members in good standing at a duly convened Annual General Meeting, may pass a resolution authorizing the removal of such member as a member of the Association due to conduct or actions by such member which are considered by such majority to be in conflict with or impeding the ability of the Association to achieve its Objectives, and thereupon such person shall cease to be a member in good standing. Any such member may reapply for membership in the Association at any time after 12 months from the time of removal.

ARTICLE 21 - DUES

21.1 An annual membership fee shall be set by resolution of the Board in accordance with the rules governing decisions of the Board. There shall be no other dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board,

which other dues or fees shall become effective only when confirmed by a majority vote of the members at an Annual General Meeting or other meeting of members.

21.2 The Secretary shall notify the members of the dues or fees at any time payable by them and, if they are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members in good standing of the Association, but any such members may, on payment of all unpaid dues or fees together with interest on such amount unpaid at the rate of one percent (1%) per month (12% annually), be reinstated as a member in good standing by majority vote of the Directors.

ARTICLE 22 - ANNUAL OR OTHER MEETINGS OF MEMBERS

22.1 The Annual General Meeting or any other meeting of the members shall be held at a location in reasonable proximity to the Lakes during the months of July or August in any year.

22.2 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement and the report of the Treasurer shall be presented and the required number of Directors elected. The members may consider and transact any business either special or general without any notice thereof at any duly constituted meeting of members. The Board, the President or any two Directors shall have the power to call, at any time, a general or special Meeting of the members of the Association. Notice of the time and place of every such meeting shall be given to each Member in good standing at least twenty one (21) days before the time fixed for the holding of such meeting. Notice for such meeting will be given using the most expedient and cost-effective means and method of providing such notice. These means and method may include, without limitation, by posting the notice and any documents contemplated in the notice on an internet website and contacting the members in good standing in person, by telephone, by mail, by fax or by email as to the posting of the information and the coordinates of such website; by sending the notice and documents by prepaid regular mail; or by confirmed fax or email transmission, in each case to the last known address or coordinates of the member in the records of the Association.

22.3 Ten members in good standing of the Association may petition the Directors to call a meeting of the members for any purpose connected with the affairs of the Association. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the petitioners and delivered by hand, by facsimile transmission or e-mail to the President and/or deposited at the Association's registered office. Within 10 days of the delivery or deposit of the petition, the Directors shall forthwith call a meeting of the members for the transaction of the business stated in the

petition by giving all notices required under this By-Law. If, within 70 days from the date of the delivery or deposit of the petition as aforesaid, the Directors do not call and hold the meeting, any of the petitioners may call such meeting in accordance with the provisions of this By-Law, which meeting shall be held within 130 days from the date of the deposit of the petition. Should the President fail to attend and chair the meeting so convened, one of the petitioning members shall have the authority to conduct and chair the meeting so called. Such meeting so called shall be conducted in accordance with the provisions of this By-law, and any resolutions passed at such meeting duly passed in accordance with the provisions of this By-law shall be deemed to be duly passed resolutions of the Association and entered into the books and records of the Association.

ARTICLE 23- ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any Annual General Meeting, and other meeting of the members or any adjourned meeting, whether annual or general, to the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and a quorum of members present at a meeting 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 the purpose of sending notice to any member, Director or officer, it shall be his/her last address or coordinates recorded on the books of the Association.

ARTICLE 24-ADJOURNMENT

Any meetings of the members of the Association or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required to be issued of any such adjournment save as set out in the minutes of the meeting from which the adjournment took place. Such adjournment may be made only if a quorum is present at the original meeting.

ARTICLE 25- QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than one-quarter of the total number of members in good standing of the Association present in person or represented by proxy.

ARTICLE 26- VOTING AT MEETINGS OF MEMBERS

26.1 Each member in good standing of the Association shall be entitled to one vote at all meetings of members, but in no event shall there be more than two votes per property or multiple properties owned by the same person or related group of persons cast on any

matter irrespective of the number of members using the property or the number of properties owned by such person or group of persons.

26.2 Every member, including a corporate member, entitled to vote at meetings of members may, by means of a proxy, appoint a person who is a member in good standing of the Association as his/her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

26.3 A proxy shall be in writing, shall be executed by the member entitled to vote or his/her attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date.

26.4 Subject to the requirements of applicable law, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairperson of the meeting may accept as sufficient, and shall be deposited with the chairperson of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

26.5 A member in good standing shall be entitled to vote by proxy ballot either in writing or electronically at such times and in such form as prescribed by the Board. The Board or any member may make a statement as to the question the ballot addresses. The statement(s) shall be delivered with the notice calling the meeting at which the question is to be voted upon. Proxy ballots must be cast and delivered at least one day prior to the meeting at a place designated by the Board.

26.6 At all meetings of members every question shall be decided by a majority of the votes of all members present in person or represented by proxy, unless otherwise required by the By-Laws of the Association or by law.

26.7 Every question shall be decided in the first instance by a show of hands unless proxy ballots are cast or a poll be demanded by any member in good standing. Unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given and such a poll shall be taken in such manner as the chairperson shall direct and the result of such a poll shall be deemed the decision of the meeting of members.

26.8 In case of an equality of votes at any meeting of members, whether by proxy ballot, upon a show of hands or at a poll, the question shall be lost.

ARTICLE 27 - FISCAL YEAR

The fiscal year of the Association shall terminate on the 31st day of July in each year.

ARTICLE 28 - INDEMNIFICATION

28.1 Every Director and Officer of the Association and his/her heirs, executors and administrators, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds and assets of the Association from and against,

- (i) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, claim, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed matter or things whatsoever made, done or permitted by him or her in or about the execution of the duties of his/her or her office, and
- (ii) all other costs, charges and expenses which the Director or Officer sustains or incurs in or about or in relation to the affairs thereof,

except in each case such costs, charges or expenses as are occasioned by his/her or her own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Association and its Objectives, and the Association shall take out and maintain insurance coverage as determined by the Board from time to time in this regard.

28.2 The Association, by resolution of a majority of two-thirds of the members at a Meeting of members, may also indemnify any Director or officer in such other circumstances as the law may permit or require. Nothing herein shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions hereof to the extent permitted by law.

ARTICLE 29 - DEPOSIT OF SECURITIES FOR SAFEKEEPING

The money and securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all money and securities so deposited may be withdrawn, from time to time, in accordance with the provisions of Article 17 of this By-Law.

ARTICLE 30 - NOTICE

Whenever, under the provisions of the By-Laws of the Association, notice is required to

be given, such notice may be given either personally or sent by confirmed facsimile transmission or e-mail or by depositing same in a post office or a public letter box in a prepaid, sealed wrapper addressed to the Director, officer or member at his/her or their address or coordinates as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if sent by facsimile transmission or e-mail shall be held to be sent when the confirmation of same is received by the sender.

ARTICLE 31 - AMENDMENT

This By-law may be amended by a resolution of the Board ratified by a two-thirds (67%) majority vote of all registered members in good standing of the Association at any duly convened Annual General Meeting or special meeting provided that notice of the proposed amendment has been mailed or delivered to the last known address or coordinates of each member at least twenty-one (21) days prior to the date of such meeting.

ARTICLE 32 - CONFLICT WITH OTHER BY-LAWS

The provisions of this By-Law Number 1 shall prevail over any other By-Laws enacted by the Association in the event of any conflict between such other By-Laws and this By-Law Number 1.