

# **DRAGON BOAT CANADA - BATEAU-DRAGON CANADA**

## **BY-LAW NO. 3**

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## BY-LAW NO. 3

### A by-law relating generally to the conduct of the affairs of DRAGON BOAT CANADA / BATEAU-DRAGON CANADA ("DBC")

#### 1. GENERAL

##### 1.1 Definitions

In this By-law and all other By-laws, unless the context otherwise requires:

- (a) **"Act"** means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 and any statute or regulations that may be substituted therefor, as from time to time amended.
- (b) **"Athlete"** means a paddler, drummer or steersperson of a Voting Member.
- (c) **"Articles"** means the articles of continuance, as amended or as amended and restated, of DBC.
- (d) **"Board"** means the board of directors of DBC.
- (e) **"By-laws"** means this by-law and all other by-laws of DBC as amended and which are, from time to time, in force and effect.
- (f) **"Club"** means an organization consisting of a group of individuals formed under an identifiable name that promotes ongoing training and dragon boat racing by its members.
- (g) **"Club Participant"** means an Athlete, a coach, an official and any other individual constituting the membership of a Voting Member.
- (h) **"Director"** means a member of the Board.
- (i) **"Festival"** means a person that owns, organizes or operates a dragon boat festival, regatta or racing event in Canada.
- (j) **"Meeting of Members"** includes an annual meeting of Voting Members, a special meeting of Voting Members, or a special meeting of Non-voting Members, as applicable.
- (k) **"Member"** means a Voting Member or a Non-voting Member.
- (l) **"Member Representative"** means an individual authorized by a member to represent the member at Meetings of Members.
- (m) **"Non-voting Member"** means any person (excluding a Club that is a Voting Member) interested or involved in furthering or promoting the purposes of DBC, including an Athlete, a coach, an official, a dragon boat club, a Festival, a sport

association, a sport activity centre and a business involved in the sport of dragon boat racing.

- (n) **“Ordinary Resolution”** means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution.
- (o) **“person”** includes an individual, body corporate, partnership, trust and unincorporated group or association.
- (p) **“Proposal”** means a proposal submitted by a member that meets the requirements of section 163 of the Act.
- (q) **“Region”** means any one of the following regions of Canada:
  - (i) **“Western Region”**, means British Columbia, Alberta, Saskatchewan, Yukon Territory and Northwest Territories;
  - (ii) **“Central Region”** means Manitoba, Ontario and Nunavut; and
  - (iii) **“Eastern Region”** means Quebec, Newfoundland and Labrador, Nova Scotia, New Brunswick and Prince Edward Island.
- (r) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.
- (s) **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- (t) **“Voting Member”** means a Club that is a member of DBC.

## **1.2 Interpretation**

- (a) In the interpretation of any By-law, words in the singular include the plural number and *vice versa*, and words in one gender include all genders.
- (b) Other than as specified in section 1.1, words and expressions defined in the Act have the same meanings when used in this By-law.

## **1.3 Invalidity of any Provisions**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

## **1.4 Corporate Seal**

DBC 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 DBC shall be the custodian of the corporate seal.

## **1.5 Execution of Documents**

- (a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing (a “**document**”) requiring execution by DBC may be signed by: (i) any two Directors together; (ii) any one Director and any one officer together; or (iii) any two officers together. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of DBC to be a true copy thereof.
- (b) The signature of any Director or officer of DBC to any notice or other document to be given by DBC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **1.6 Banking Arrangements**

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

## **1.7 Financial Year End**

Unless otherwise determined by resolution of the Board, the financial year end of DBC shall be December 31 in each year.

## **1.8 Annual Financial Statements**

DBC may, instead of sending copies of the annual financial statements and other documents referred to in section 172(1) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in section 172(1) are available at the registered office of DBC and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

# **2. MEMBERSHIP**

## **2.1 Membership Conditions**

- (a) There shall be two classes of Members of DBC, namely, Voting Members and Non-voting Members.
- (b) The Board may, by resolution, approve the admission of Members. Members may also be admitted in such other manner as may be prescribed by resolution of the Board.
- (c) The term of each class of Membership shall be as set forth in the policies of DBC.
- (d) DBC reserves the right to refuse Membership to any person for any reason that the Board in its sole discretion considers to be reasonable having regard for the purpose

of DBC, including for any conduct by such person that is or may be detrimental to DBC.

## **2.2 Voting Membership**

- (a) Voting Membership is available to any Club that has applied and been accepted for Voting Membership in DBC.
- (b) Each Voting Member shall be entitled to receive notice of, attend and, subject to this By-law and as otherwise required by law, vote at all Meetings of Members. A Voting Member shall have the number of votes relative to the number of Club Participants of such Voting Member registered, and in good standing, with DBC at least 30 days before the date of the Meeting of Members, as follows:
  - Nil to 17 Club Participants, no vote;
  - 18 to 30 Club Participants, one vote;
  - 31 to 100 Club Participants, two votes;
  - 101 to 200 Club Participants, three votes;
  - 201 to 300 Club Participants, four votes; and
  - 301 or more Club Participants, five votes.
- (c) Where a Voting Member is entitled to exercise multiple votes, the votes must be cast as one entire unit of votes and may not be divided or distributed.

## **2.3 Non-voting Membership**

- (a) Non-voting Membership is available to any person who has applied and has been accepted for Non-voting Membership.
- (b) As provided in the Articles, Non-voting Members are entitled to receive notice of and to attend all Meetings of Members. Non-Voting Members are not entitled to vote at any Meeting of Members, except as otherwise provided under the Act. Despite the foregoing, each Non-Voting Member shall have one vote at any Meeting of Members at which Non-voting Members are entitled to vote separately as a class in accordance with the Act.

## **2.4 Membership Fees**

- (a) DBC will notify Members of the amount of the Membership fees payable by them from time to time. Membership fees shall be payable within 30 days after the beginning of each Membership year.
- (b) If any Membership fee or other amount owing to DBC remains unpaid after the due date, the Member in default shall be automatically suspended from Membership.

- (c) If any Membership fee or other amount owing to DBC remains unpaid for one year, the Membership of the Member in default will automatically terminate and such Member will automatically cease to be a Member.
- (d) Payment of outstanding and past due Membership fees will be given retroactive effect to the payment due date. Membership fees are not pro-rated for less than a full Membership year.

## **2.5 Membership Transferability**

A Membership may only be transferred to DBC. Pursuant to section 197(1) of the Act, a Special Resolution is required to make any amendment to add, change or delete this section of the By-laws.

## **2.6 Registrant Transferability**

DBC reserves the right to establish and maintain written rules and policies on the transferability of Athletes between Voting Members, which rules and policies shall be binding upon Voting Members and Club Participants.

## **2.7 Termination of Membership**

- (a) Membership is terminated when:
  - (i) the Member is liquidated or dissolved;
  - (ii) the Member fails to maintain any qualifications for Membership;
  - (iii) the Member resigns by delivering a written resignation to DBC, in which case such resignation is effective on the date specified in the resignation;
  - (iv) the Member is expelled or is otherwise terminated in accordance with the Articles or By-laws;
  - (v) the Member's Membership has not been renewed within one year after expiry;
  - (vi) the Member's Membership fees or other amounts owing to DBC remain unpaid for one year; or
  - (v) DBC is liquidated or dissolved under the Act.
- (b) Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of DBC, automatically cease.

## **2.8 Discipline of Members**

- (a) The Board has the authority to suspend or expel any Member on any one or more of the following grounds:
  - (i) violating any provision of the Articles, By-laws or written policies, codes or rules of DBC;

- (ii) any conduct by a Member which may be detrimental to DBC as determined by the Board in its sole discretion; or
  - (iii) for any other reason that the Board, in its sole discretion, considers to be reasonable having regard to the purpose of DBC.
- (b) If the board determines that a Member should be expelled or suspended from Membership, the president, or such other officer as may be designated by the Board, shall provide 20 days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the president, or such other officer as may be designated by the Board, in respect to the notice received within such 20 day period. If no written submissions are received, the president, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member of the final decision within a further 10 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member.
- (c) Section 2.8(b) does not apply where a Member is suspended for failure to pay fees and other amounts when due.

### **3. MEETINGS OF MEMBERS**

#### **3.1 Notice of Meetings**

- (a) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to receive notice. Such notice may be given by the following means:
  - (i) by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Notice of any special Meeting of Members shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.
- (c) If an election of Directors or the election of the president is to take place at the Meeting of Members, DBC shall seek nominations for such positions by sending to each Club Participant a nomination form for candidates for election as Directors or president. Such nomination form shall be sent not less than 35 days before the day on which the Meeting of Members at which such election is to take place is to be held and shall state the date by which nominations must be received by DBC. (*Also see section 4.4.*)

- (d) Pursuant to section 197(1) of the Act, a Special Resolution is required to make any amendment to the By-laws to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

### **3.2 Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Members shall be the Members, the Directors, the officers of DBC, the public accountant of DBC, and such other persons who are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the Members entitled to vote at the meeting.

### **3.3 Chairperson of the Meeting**

The president shall preside at all Meetings of Members. If the president is absent or unable to preside at any Meeting of Members, the chairperson of the Board (if appointed) shall preside at such meeting. If the president and the chairperson of the Board (if appointed) are absent or unable to preside, any Regional vice-president (if appointed) who is present shall preside at such meeting. If the president, the chairperson of the Board (if appointed) and all Regional vice-presidents (if appointed) are absent or unable or unwilling to preside, the Members who are present and entitled to vote at the meeting shall choose a Member who is entitled to vote at the meeting from among their number to chair the meeting.

### **3.4 Absentee Voting by Mail or Electronic Ballot**

Pursuant to section 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if DBC has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to DBC without it being possible for DBC to identify how each Member voted.

Pursuant to section 197(1) of the Act, a Special Resolution is required to make any amendment to the By-laws to change the method of voting by Members not in attendance at a Meeting of Members.

### **3.5 Absentee Voting by Proxy**

Pursuant to section 171(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders (who are not required to be Members) to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;



- (b) a Member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the Member or by their agent or mandatary
  - (i) at the registered office of DBC no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a form of proxy shall:
  - (i) indicate, in bold-face type,
    - (A) the meeting at which it is to be used,
    - (B) that the Member is appointing a proxyholder to attend and act on their behalf at the meeting, and
    - (C) instructions on the manner in which the Member may appoint the proxyholder,
  - (ii) contain a blank space in which the Member identifies the individual holding the proxy;
  - (iii) contain blank spaces for the Member to enter the Member's name, the date, and the signature, telephone number and email address of the Member's Representative,
- (e) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to section 197(1) of the Act, a Special Resolution is required to make any amendment to the Articles or By-laws to change this method of voting by members not in attendance at a Meeting of Members.

### **3.6 Participation by Electronic Means at Meetings of Members**

If DBC chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided in the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Despite any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at

that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that DBC has made available for that purpose.

### **3.7 Quorum**

A quorum at any Meeting of Members (unless a greater number of Members is required) shall be 10% of the Members entitled to vote at the meeting, unless a greater percentage is required under the Act. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

### **3.7 Votes to Govern**

Every question at any Meeting of Members shall be determined by a majority of the votes cast on the question, unless otherwise provided by the Articles, the By-laws or by the Act. Voting at Meetings of Members shall be by a show of hands unless a secret ballot is requested by any Member. In the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chairperson of the meeting shall not have a second or casting vote.

## **4. DIRECTORS**

### **4.1 Directors**

The Board shall consist of a minimum of three and a maximum of 11 Directors as follows:

- (a) three Directors from the Western Region;
- (b) three Directors from the Central Region;
- (c) three Directors from the Eastern Region;
- (d) one Director from any Region who shall be designated the Festival Director; and
- (e) one Director from any Region who shall be the president of DBC.

### **4.2 Director Qualifications**

The following persons are disqualified from being a Director:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;

- (c) a person who is not an individual;
- (d) a person who has the status of a bankrupt; or
- (e) a person who is not a Club Participant.

#### **4.3 Term of Office**

Subject to the Articles, the Voting Members shall elect Directors at each annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meeting of Members following the election.

#### **4.4 Election of Directors**

- (a) The Festival Director and two Directors from each Region shall be elected in even years. One Director from each Region and the president shall be elected in odd years.
- (b) Any Voting Member or Club Participant may nominate an individual who is a Club Participant for election as a Director by submitting to DBC a completed nomination form before the date prescribed by DBC. Voting Members and Club Participants who are present or represented at the annual Meeting of Members shall be entitled to nominate from the floor additional individuals who are Club Participants for election as Directors. Voting Members will then elect from among all eligible individuals nominated the number of Directors equal to the number of vacant positions on the Board.
- (c) Before each annual Meeting of Members at which the Festival Director is to be elected, any Voting Member or Club Participant may nominate an individual who is a Club Participant for election as the Festival Director by submitting to DBC a completed nomination form before the date prescribed by DBC. Voting Members and Club Participants who are present or represented at the annual Meeting of Members shall be entitled to nominate from the floor additional individuals who are Club Participants for election as Festival Director. Voting Members will then elect from among all eligible individuals nominated the Festival Director.
- (d) Before each annual Meeting of Members at which the president is to be elected, any Voting Member or Club Participant may nominate an individual who is a Club Participant for election as the president of DBC by submitting to DBC a completed nomination form before the date prescribed by DBC. Voting Members and Club Participants who are present or represented at the annual Meeting of Members shall be entitled to nominate from the floor additional individuals who are Club Participants for election as president. Voting Members will then elect from among all eligible individuals nominated the president.

#### **4.5 Ceasing to be a Director**

A Director shall automatically cease to hold office:

- (a) if the Director resigns by delivering to DBC a written resignation, which resignation shall be effective upon receipt by DBC or the date specified in the resignation, whichever is later;
- (b) if the Director becomes disqualified;
- (c) if the Director dies;
- (d) if the Director is removed in accordance with the Act;
- (e) if the Director ceases to be a Club Participant; or
- (f) in the case of a Region Director, if the Director ceases to be a resident of the Region for which they were elected for more than three consecutive months in any one year.

#### **4.6 Calling of Meetings**

Meetings of the Board may be called by the chairperson of the Board, the president or any three Directors at any time.

#### **4.7 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 7.1 to every Director not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present and no one objects to the holding of the meeting or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Each notice of meeting shall specify the purpose or the business to be transacted at the meeting.

#### **4.8 Regular Meetings**

The Board may appoint a day in any month for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting, except if section 136(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **4.9 Participation by Communication Facility**

If all the Directors present at or participating in a meeting consent, a meeting of the Board or of a committee of the Board may be held by means of telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed for the purposes of the Act to be present at that meeting. Any consent so given shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

#### **4.10 Quorum**

A majority of the Directors present at a meeting of the Board shall constitute a quorum at such meeting.

#### **4.11 Votes**

Each Director shall have one vote on all questions to come before a meeting of the Board. A simple majority of the votes cast by the Directors present shall determine all questions at meetings unless the Act or the By-laws provide otherwise. The chairperson of the meeting shall not have a second or deciding vote.

#### **4.12 Committees**

- (a) The Board may from time to time appoint one or more committees of the Board as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
- (b) The Board may from time to time appoint such advisory committees as it deems necessary or appropriate for such purposes. Such advisory committees shall be subject to such regulations or directions as the Board may from time to time make. Any advisory committee member may be removed by resolution of the Board.

### **5. OFFICERS**

#### **5.1 Designation of Offices**

DBC shall be required to have a president, a secretary and a treasurer and may have an immediate past president. The Board may designate such other officers, appoint such other officers on an annual or other basis, and specify their duties. Subject to the Act, the Board may delegate to the officers the power to manage the affairs of DBC. A Director may be appointed to any office of DBC. The chairperson of the board, the president and each vice-president (if appointed) shall be a Director; however, any other officer (including past president) may, but need not be, a Director. Two or more offices may be held by the same individual.

#### **5.2 Election of President**

The president shall be elected by the Voting Members in accordance with section 4.4. If the Voting Members fail to elect a president, or waive their right to do so by Ordinary Resolution, a president shall be appointed by resolution of the Board.

#### **5.3 Term of Office**

Subject to section 5.2, an officer shall hold office from the date of appointment until the office is vacated or until a successor is appointed.

#### **5.4 Removal from Office**

An officer, except the president if elected by the Voting Members, shall be subject to removal at any time by resolution of the Board. The president, if elected by the Voting Members, may be removed from office in accordance with the Act.

## **5.5 Duties of Officers**

- (a) **Chairperson of the Board.** The Board may from time to time appoint a chairperson of the Board who shall be a Director. If appointed, the chairperson shall have such powers and duties as the Board may specify and shall, if present, preside at all meetings of the Board and, in the absence of the president, preside at all meetings of Members. During the absence or disability of the chairperson of the Board, the chairperson's duties are to be performed and the chairperson's powers are to be exercised by the president.
- (b) **President.** The duties of the president shall include: (i) to exercise general oversight over and supervision of the affairs and day-to-day general management of DBC; (ii) to ensure that resolutions of the Board are carried into effect; and (iii) to preside at meetings of the Board in the absence of the chairperson of the Board (if appointed) and to preside at meetings of Members.
- (c) **Vice-President.** The duties of a vice-president (if appointed) include: (i) performing such duties of the president in the absence or disability of the president; and (ii) to act as DBC's representative in the Region in which that vice-president resides.
- (d) **Secretary.** The duties of the secretary shall include: (i) to attend and be secretary at all Meetings of Members and meetings of the Board, record votes at all meetings, and enter or cause to be entered into the records kept for that purpose all minutes of all proceedings and resolutions adopted; (ii) to give or cause to be given notice of all Meetings of Members and meetings of the Board; (iii) to be custodian of the corporation seal (if any); and (iv) to maintain or cause to be maintained the register of Members.
- (e) **Treasurer.** The duties of the treasurer shall include: (i) to oversee and maintain the operation of DBC's bank account(s), and to have the custody of the funds and securities of DBC; (ii) to keep full and accurate accounts of the all assets, liabilities, receipts and disbursements of DBC in the books belonging to DBC; (iii) to render to the president and Directors at any meeting of the board, or whenever otherwise required, an accounting of the transactions and a statement of the financial position of DBC; and (iv) to disburse funds of DBC as may be authorized or directed by the Board.
- (g) **Other Duties.** An officer shall have such other duties as may from time to time be directed by the Board.
- (h) **Delegation of Duties.** If an officer is absent or unable to act, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the duties and powers of such officer to any other officer or Director for such period as the directors deem necessary.

## **6. PROTECTION OF DIRECTORS AND OFFICERS**

### **6.1 Indemnification**

Subject to the limitations under the Act, DBC shall indemnify and save harmless each present and former Director and officer of DBC, and any other individual who acts or acted at DBC's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonable incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with DBC or other entity, if:

- (a) such individual acted honestly and in good faith with a view to the best interests of DBC or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at DBC's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

### **6.2 Advance of Costs**

Subject to the limitations under the Act, DBC shall advance money to a Director, an officer or other individual for costs, charges and expenses of a proceeding referred to in section 6.1. Such Director, officer or other individual shall repay the money if such individual does not satisfy the conditions of section 6.1.

### **6.3 Insurance**

Subject to the limitations contained in the Act, DBC shall purchase and maintain insurance for the benefit of the individuals referred to in section 6.1 against such liabilities and in such amounts as the board may from time to time determine and as are permitted by the Act.

## **7. NOTICES**

### **7.1 Method of Giving Notices**

- (a) Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or

otherwise, to a Member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of DBC or in the case of notice to a Director to the latest address as shown in the last notice that was sent by DBC in accordance with section 128 or section 134 of the Act; or

- (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
  - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (c) The secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

## **7.2 Omissions and Errors**

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

## **8. BY-LAWS AND EFFECTIVE**

### **DATE 8.1 Repeal of By-laws**

All other By-laws are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done of right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-law before its repeal. All officers and persons acting under any By-laws, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with By-law No. 2 or the Act and until amended or repealed.

### **8.2 Amendments to By-laws**

- (a) Subject to the Act, the Board may, by resolution, make, amend or repeal any By-law. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be



confirmed, rejected or amended by the Members entitled to vote thereon by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Voting Members, it remains effective in the form in which it was confirmed. The By-law, 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 of Members.

- (b) This section 8.2 does not apply to a By-law that requires a Special Resolution according to section 197(1) of the Act because such By-law, amendment or repeal is effective only when confirmed by the Members.

### **8.3 Coming into Force**

This By-law comes into force on January 1, 2019 (or such other date on which a certificate of amendment is issued amending the articles of DBC by creating a class of non-voting members).

ENACTED by the Board on June 7, 2018.

\_\_\_\_\_  
"Scott Murray"  
President

\_\_\_\_\_  
"Susan L. Mitchell"  
Secretary

CONFIRMED by the Members at a meeting duly called for the purpose and held on June 29, 2018.

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"Susan L. Mitchell"  
Secretary