

BY-LAW NO. 1

A By-law relating generally to the transaction of the affairs of Peninsula Lake Community Association

BE IT ENACTED as a By-law of the Peninsula Lake Community Association (the "PLCA") as follows:

Section 1 Introduction

1. Introduction

The Peninsula Lake Community Association (PLCA) was incorporated under the laws of Ontario by letters patent dated November 3, 2016 and is a corporation without share capital subject to Part III of the Ontario *Corporations Act*.

2. Purposes of the PLCA

As set out in the Letters Patent for the Association, the objects of the PLCA are:

1. To establish and maintain a community organization for the benefit of seasonal and full time cottagers and residents (the "Residents") of the Peninsula Lake (the "Lake") and its surrounding area and the members of the Corporation;
2. To promote, protect, preserve and improve the natural resources, water quality and environment of the Lake and its watershed;
3. To conduct educational seminars, conferences and public forums about the environment flora, fauna and hydrology and geology of the region;
4. To provide a forum for discussion and exchange of information amongst the members of the Corporation and to be a focal point for the community on matters and issues relevant to and affecting the Residents and the members of the Corporation, including but not limited to, in relation to the quality and health of the natural environment in or around the Lake, development in or around the Lake, the preservation of the history and culture of the Lake and the safe and peaceful enjoyment of the Lake;
5. To advance, coordinate and represent the interests of the Residents and the members of the Corporation before all levels of government and other associations, organizations or persons in Canada that have

similar interests or purposes as the Corporation or whose activities might affect the Residents or the members of the Corporation and safe and quiet enjoyment of the Lake;

6. To accept donations gifts or other financial support to assist the Corporation to carry out its purposes; and;
7. To develop and foster community connections and bonds among the Residents and the members of the Corporation by sponsoring and/or promoting cultural, patriotic, recreational, historical, social and other activities of such nature as may be desirable or advisable by the members of the Corporation;
8. To do such other things as may complement the objects and purposes stated herein or which may be considered in the best interests of the Residents and the members of the Corporation.

5. 1.03 Purpose of this By-law

This By-Law provides rules and procedures to be followed by the PLCA in its carrying out its day-to-day activities and affairs.

This By-Law may be amended from time to time in accordance with the provisions hereof.

Section 2 GENERAL

6. 2.01 Definitions

- a) "Act" means the Ontario *Corporations Act*.
- b) "AGM" means the Annual General Meeting of members.
- c) "Board" means the Board of Directors of the PLCA.
- d) "By-laws" means this general By-law as amended from time to time.
- e) "Chair" means the Chair of a meeting of the Members_or the Board which is normally the President or in his or her absence, the Vice President.
- f) "Collective Organization" means Family Group, partnership, business entity, social club or camp, whether incorporated or unincorporated, or such other group the Board deems appropriate.
- g) "Director" means a member of the Board.
- h) "Family Group" means married, common law or single adults and their natural, adopted children or wards who are under the age of 18.
- i) "Member" means individual person or Collective Organization that is a member of the PLCA. The term "Member" or "Membership" may be used interchangeably throughout this By-Law.

j) "PLCA" means the corporation incorporated under the *Act* without share capital.

k) "Officer" means President, Vice President, Treasurer and Secretary.

2.02 Interpretation

When the text so requires or permits, the singular number shall be read as if the plural were expressed, and the masculine gender as if the feminine or neuter, as the case be, were expressed.

2.03 Severability

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. If any of the provisions contained in the By-Law are inconsistent with those contained in the Act, the provisions contained in the Act, shall prevail.

2.04 Head Office

The head office of the PLCA shall be in the District Municipality of Muskoka in the Province of Ontario and at such place therein as the Directors may from time to time determine.

2.05 Financial Year

The financial year of the PLCA shall end on the 30th day of April each year unless otherwise ordered by the Board.

2.06 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be assigned on behalf of the PLCA and acting with the approval of the Board, by any two members of the Board, at least one of whom shall be an Officer. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document may be executed.

2.07 Banking Arrangements

The banking arrangements of the PLCA shall be transacted with such Chartered Bank, Credit Union or Trust Company, as may from time to time be designated by the Board.

2.08 Financial Support

The Board may accept any bona fide gift, donation or other financial support offered to the PLCA, including real and personal property of any kind and may refuse any such gift, donation or financial support where such gift, donation or financial support may be improper, unduly restrictive or impractical or offered on terms and conditions inconsistent with these By-laws.

Section 3 MEMBERSHIP

3.01 List of Members

A list of the membership of the PLCA shall be maintained at the head office of the Association. The Members shall be those qualified persons or Collective Organizations who are enrolled as Members of, and who are in good standing with, the PLCA.

3.02 Qualification for Membership

Membership is open to any individual who is at least 18 years old or a Collective Organization who/which has an interest in Peninsula Lake and its watershed and who supports the purposes and objects of the PLCA.

3.03 Admission to the Membership

Any qualified person or Collective Organization may apply for Membership in the PLCA in the prescribed form. Admission may also require payment of a Membership Fee or other dues established by the Board from time to time.

3.04 Special Admission to Membership

The Board may, in its sole discretion, admit any other person or Collective Organization as a Member upon such terms and upon payment of any Membership fee, if any, as may in each particular case, be deemed appropriate by the Board

3.05 Compliance with By-Laws

Members shall comply with the By-laws and any other rule or regulation established by the Board in respect of participation as a member or in the activities of the PLCA.

3.06 Membership Fees

From time to time, the Board, in its sole discretion, may establish or change any Membership fee or other dues, as it deems appropriate and shall notify each Member accordingly. Any such fees paid shall be non-refundable.

3.07 Expiration and Renewal

Membership in the PLCA expires on April 30 of each year and must be renewed annually. Renewal of Membership shall be granted automatically upon payment of the annual Membership Fee then due.

3.08 Resignation and Termination

A Member may voluntarily resign from the PLCA at any time by providing written notice of such resignation to the Board.

Membership in the PLCA shall terminate automatically where a Member dies or fails to pay any outstanding Membership fee or dues (unless such Member pays any arrears within a reasonable time as determined by the Board after receiving notice thereof). Such termination shall not preclude any person or Collective Organization from seeking re-admission to the PLCA.

3.09 Transfer of Membership

A Membership is not transferable in any circumstances and terminates automatically where the Member resigns or the Membership is otherwise terminated.

3.10 Voting Rights

Every Member in good standing, whether an individual person or Collective Organization, shall be entitled to one vote as appropriate on matters at any Members' meeting. For greater certainty, a Collective Organization shall designate one person who may cast his or her vote on behalf of the Collective Organization to which he or she belongs and no other person who belongs to such Collective Organization present at such meeting may cast a vote with respect to or on behalf of that Collective Organization.

Section 4 MEETINGS OF MEMBERS

4.01 Annual General Meeting

The annual meeting of members shall be held at such time and location, and on such day prior to September 30th in each year as the Board may from time to

time determine, for the purpose of receiving any reports and statements required by the By-laws or by the Act to be placed before the annual meeting, electing Directors, appointing auditors, and for the transaction of such matters as may properly be brought before the meeting.

4.02 Appointment of Auditors

If required or requested by the Members, subject to s. 96.1 of the *Act*, the Members present at the annual meeting shall appoint an auditor to 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 Board.

4.03 Other Membership Meetings

The Board shall have the powers to call a special meeting of the Members at any time.

Members may call a Membership Meeting at any time by submitting to Board a written request for such a meeting on the signatures of at least thirty (30) Members or one tenth of the voting members, whichever is greater. The requisition for such meeting shall state the purpose sought for the holding of such meeting. Upon receipt of such proper requisition, the Board shall, within 21 days thereof, send notice of the meeting to all Members.

4.04 Notice of Meetings

Notice of the time and place of each meeting of Members shall be given not less than 21 days before the day on which the meeting is to be held. The notice, in writing, shall be provided to each Member of record who is entered in the books of the PLCA as carrying the right to vote at the meeting at their last known address as indicated on the Membership rolls at the head office of the PLCA, or by e-mail or other similar electronic method of communication, or by regular mail post-marked not less than thirty days prior to the meeting.

Where a meeting of the members is called by the Board, including the annual meeting or any special meeting of members, the notice shall state the general nature of the matters to be considered at such Meeting. Where a Meeting is called by Members, the notice shall specify clearly the purpose for the meeting is being called, and no other business may be transacted at such Meeting.

The auditor when appointed shall be entitled to receive all notices and other communications relating to any meeting of the Members that the Members are entitled to receive.

4.05 Meetings without Notice

A meeting of Members may be held at any time and place without notice if all members entitled to vote thereat are present in person or, where permitted, they are represented by proxy, or if those not present or where permitted, represented by proxy, waive notice or otherwise consent to such meeting being held, and any business that may properly be transacted is transacted at such meeting.

4.06 Chair and Secretary

The President or, if absent, the Vice President, shall be Chair of any meeting of Members. If no such Officer is present, the Directors present shall choose one of their number to be Chair in order to conduct a meeting of the Membership.

If the Secretary is absent, the Chair shall appoint another person to act as Secretary of the Meeting.

4.07 Persons Entitled to be Present

The persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the Directors, the auditors, if any, and such other persons as the Board decides or others who, although not entitled to vote, are entitled or required under any provision of the *Act* or the letters patent or By-laws to be present at the meeting. Any other person may be admitted only at the invitation of the Chair or with the consent of the majority of the Members present at the meeting.

4.08 Voting/Proxies

At any meeting of Members, every motion shall be determined by a simple majority of votes cast on the question, unless otherwise required by the By-laws or the *Act*.

4.09 Proxies

Any member permitted to vote at any Annual General or Special meeting may appoint a voting member as his/her nominee to attend and act for him on his/her behalf by means of a proxy. A proxy shall:

- a) be executed by the member;
- b) be dated as of the date of execution

- c) identify the meeting at which the proxy is to be exercised
- d) cease to be valid once exercised

- e) contain the name and appointment of the nominee
- f) contain restrictions, limitations or instructions, if any
- g) contain an address for both the member and nominee
- h) bear the original signature of the member and not be a facsimile copy of the same.

Any proxy may be revoked by an instrument in writing executed by the member and deposited with the Association prior to the commencement of the meeting. A proxy may contain a revocation of any former proxy. Proxies to be used at any meeting of the members must be submitted to the Association office at least forty-eight (48) hours preceding the meeting, excluding Saturdays, Sundays and holidays.

4.10 Show of Hands/Written Ballots

The Chair shall have the sole discretion to call for a vote on motions after all points of view have been presented. The vote shall be conducted by a show of hands or such other method the Chair determines is appropriate in the circumstances unless the Chair declares, at his or her sole discretion, that a written ballot is required.

4.11 Casting Vote

In the case of equality of votes at any meeting of the Members, upon a show or hands or otherwise, the Chair shall be entitled to an additional casting vote.

4.12 Conduct and Order of Business

The order of business and rules of procedure at any Meeting of Members shall be at the discretion of the Chair.

The Chair may use the rules of procedure set out in Perry and Perry, *Call to Order* (2nd Ed.); Big Bay Publishing Inc., 2004 for any meeting of the Members.

4.13 Adjournments

Any Meeting of the Members may be adjourned to any time and such business may be transacted at the adjourned meeting as might have been carried on at the original meeting at which such adjournment took place. No notice shall be required for any such adjournment.

Section 5 DIRECTORS AND OFFICERS

5.01 Number of Directors and Quorum

The business and affairs of the PLCA shall be managed and supervised by a Board of Directors. Except as required by law, the number of Directors shall be 4 or such other number as determined by the members but in no event fewer than three. One of the Directors appointed to the Board shall be the current President of the Peninsula Lake Association or his or her designate.

At Board meetings, a majority of the Board shall constitute a quorum.

5.02 Qualification of Directors

No person shall be qualified as a Director unless he/she is an individual, at least 18 years old, is not an undischarged bankrupt and has not been the subject of an order ruling him or her incapable of managing his or her own affairs, and is at the time of his/her election and throughout his/her term of office a Member of the PLCA in good standing. For greater certainty, an individual who is a member of a Collective Organization may act as a Director provided he or she remains a member of the Collective Organization throughout his or her term as a Director.

5.03 Composition of the Board

The Board shall consist of:

- a) The following Officers who are also Directors: President, a Vice President, Secretary, Treasurer and such other Officers as may be advisable or permitted by law. One Director may occupy the Office of both Treasurer and Secretary.

- b) Such additional Directors as are required to fill the remaining Director positions.

5.04 Election and Term

The Directors shall be elected at each Annual Meeting of Members to hold office until the next Annual Meeting of Members, save the position of President, which shall be a two-year term. A President shall not hold office of President for more than two (2) consecutive terms or four calendar years. Subject to the provisions of this By-law, directors shall be eligible for re-election.

5.05 Nominations

All nominations for election as Directors shall be in writing and signed by a voting Member accompanied with the consent of the nominee at least 21 days before the Annual Meeting or another meeting called for the purpose as contemplated herein. Nominations of eligible members for election as Directors may also be received from the floor at the Annual Meeting or at a Special Meeting of Members called for the purpose and provided such nominations are signed by a Member and the nominee signifies his or her consent to such nomination.

5.06 Removal of Directors

The Members may, by resolution passed with at least two thirds of the members eligible to vote thereon, remove any Director before the expiry of his or her term of office and elect any eligible Member in his or her stead for the remainder of his or her term, at a meeting of the Members called for the purpose. In addition, if any Director misses four consecutive meetings, the remaining Directors may, by resolution, remove the offending Director from his position as Director.

5.07 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) written notice of resignation by a Director to the Board. Such resignation shall take effect upon receipt of the notice by Board or at the time specified in the notice whichever is later;
- b) If the Director dies;
- c) if a Director ceases to be qualified as provided in section 5.02;
- d) if an order is made declaring him or her to be mentally incompetent or incapable of managing his or her affairs;
- e) if a Director is removed from office pursuant to section 5.06 above;
- f) if a receiving order is made against a Director or if he or she makes an assignment under the *Bankruptcy Act*.

5.08 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy and if they fail to call such a meeting, the meeting may be called by any Member,

- c. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term;

Any director appointed or elected to fill any vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.

If the number of Directors is increased in accordance with the *Act*, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner provided herein.

5.09 Committees

Subject to the limitations on delegation as set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee and may dissolve any committee by resolution at any time.

Section 6 OFFICERS

6.01 Appointment and Term of Office

The Board shall appoint from among the Directors the Officers of the Board as contemplated in section 5.03. The term of Officers elected or appointed by the Board shall be settled by the Board from time to time. However, the term of the President shall be two years as contemplated in section 5.04 above. The Vice-President will normally become the President at the conclusion of the President's term or terms. The Board may remove, in its discretion and acting reasonably, any Officer of the PLCA. Any term of an Officer shall automatically terminate if the Officer ceases to be a Director.

6.02 Power and Duties of the President

The President shall preside at all Meetings of Members of the PLCA and its Board. In addition, the President shall be the chief spokesperson for the organization and shall be responsible for the general management and direction, subject to the authority of the Board, of the business of the PLCA. The President shall ensure the decisions and resolutions of the Board are carried out properly and in a timely fashion and shall perform such other duties as may be assigned by the Members, or that are reasonably incidental to the office of President.

6.03 Powers and Duties of the Vice-President

The Vice President shall work collaboratively with the President and Officers to support the PLCA in achieving its overall objectives and responsibilities.

During the absence or disability of the President, the Vice President shall be vested with all of the powers and shall perform all of the duties of the President. The Vice-President shall have such other powers and duties as may be assigned from time to time by the President or by the Board.

6.04 Powers and Duties of Secretary

The Secretary shall work collaboratively with the President to support the PLCA in fulfilling its administrative responsibilities. The Secretary shall attend all meetings of the Board and Meetings of Members and record the resolutions, motions, votes and otherwise maintain the minutes of such meetings in the books kept for that purpose. The Secretary shall further keep or cause to be kept a register of all of the names and addresses of the Members and give or cause to be given notice of all Meetings of Members and Meetings of the Board in accordance with the By-laws or as otherwise required. The Secretary shall further prepare and file or caused to be prepared and filed any reports and keep or cause to be kept all books, records, registers or other documents required to be kept.

6.05 Powers and Duties of Treasurer

The Treasurer shall work collaboratively with the President and Officers to support the PLCA in achieving its fiduciary responsibilities. The Treasurer shall attend all meetings of the Board and Meetings of Members and shall apprise the PLCA on a regular basis of its financial standing.

The Treasurer shall exercise direct and supervisory powers and responsibility for the financial affairs of the PLCA and shall ensure that accurate books of account are kept in which shall be all assets, liabilities receipts and disbursements of the PLCA. Under the direction of the Board, the Treasurer shall control the deposit of money, the safe keeping of securities and the disbursement of the funds of the PLCA. He or she shall further render to the President and the Board, at regular meetings of the Board or as otherwise required, an accounting of all of the transactions and a statement of the financial position of the PLCA. At the end of the fiscal year, the Treasurer shall prepare a financial statement for approval by the Members and for inclusion in the Association records and retention by the Secretary. The Treasurer shall perform such other duties as may from time to time be directed by the Board.

6.06 Other Officers

The duties of all other officers shall be such as the terms of their engagement reasonably require or as the Board may prescribe.

6.07. Delegation of Duties of Officers

In the case of absence or inability to act of the President, a Vice President or any other officer of the PLCA or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officers to any other officer or to any Director for the time being.

6.08 Variation of Duties

From time to time, the Board may add to the duties of any of the officers of the Board.

6.09 Agent and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the PLCA with such powers of management or otherwise as may reasonably be required.

Section 7 BOARD MEETINGS

7.01 Calling of Meeting

Board Meetings shall be held from time to time but not less than semi-annually at the call of the Board or the President or any two Directors.

7.02 Notice and Waiver of Notice

The Board may, by resolution, establish a schedule for regular Board meetings to be held annually and send a copy of such resolution to each Director. Thereafter, no further notice shall be required to be sent to Directors in respect of any such meetings.

In the absence of a resolution contemplated herein, notice of a Board meeting shall be given to each Director not less than 14 days before the time when the meeting is to be held, provided, however, that no notice of meeting shall be required if all Directors are present or if those absent waive notice or otherwise signify their consent to such meeting being held.

7.03 Place of Meeting

Meetings of the Board shall be held at such a location in Ontario as the President determines. Meetings may be held in person or by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting and so as to facilitate participation by all of the Board members or by a quorum thereof.

7.04 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of the Members at which such Board is elected and, at such meeting, shall elect the Officers.

7.05 Attendance by Members

Members may attend all or part of a Board meeting by invitation of the Board and may further address the Board when invited to do so by the Chair and at such time and for such duration as the Board reasonably permits.

7.06 Cancellation of Board Meeting

A Board meeting may be cancelled due to an emergency situation at the sole discretion of the President or if a quorum will not be achieved. Notice of such cancellation shall be published by any practicable means in the circumstances.

7.07 Chair

The President or, if absent, the Vice President shall chair any meeting of the Directors. If no such officer is present, the Directors present shall choose one of their members to be Chair.

7.08 Votes to Govern

Each Director has one vote. Questions arising at any Board meetings shall be decided by a simple majority of votes.

7.09 Conduct and Order of Business

The order of business and rules of procedure at any Board meeting shall be at the discretion of the Chair.

The Chair may elect to follow the rules of procedure set out in Perry and Perry, *Call to Order* (2nd Ed.); Big Bay Publishing Inc., 2004 during any meeting of the Directors.

7.10 Conflict of Interest

A Director who is any way directly or indirectly interested in a contract or transaction or proposed contract or transaction with the PLCA shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.11 Remuneration

Directors shall not be entitled to receive compensation or remuneration for acting as such nor shall Directors be reimbursed for travelling expenses incurred by them in attending Meetings of the Board or of the Members. However, nothing herein shall prevent a Director from being reimbursed for his or her reasonable out-of-pocket expenses properly incurred in carrying out their duties on behalf of the PLCA and as approved in advance by the Board where practicable.

Section 8 PROTECTION OF DIRECTORS AND OFFICERS

8.01 Limitation of Liability

No Director or Officer of the PLCA shall be liable for the acts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to the PLCA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the PLCA or for the insufficiency or deficiency of any security in or upon which any of the monies of the PLCA shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any of the monies, securities or effects of the PLCA shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto and provided they have complied with the Act, the Letters Patent and these By-Laws.

8.02 Indemnity

Every Director and Officer of the PLCA 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 funds for the PLCA from and against:

- a) All costs, charges and expenses whatsoever that any Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for in respect of any act, deed, matter of thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- 23.
- b) All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs of the PLCA, except such costs as are occasioned by such person's willful neglect or default.

Section 9 NOTICES

9.01 Method of Giving Notice

Other than notice of meetings, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director, Officer, or Auditor shall be sufficiently given if delivered to their last address as recorded in the books of the PLCA or if mailed by prepaid ordinary mail or airmail addressed to them at their last address as recorded in the books of the PLCA or if sent to them at such address by any means of transmitted or recorded communication or by sending an e-mail or other similar method of telecommunications, as the case may be. The Secretary or Treasurer may change the address in the PLCA books and records of any Member, Director, Officer or Auditor in accordance with any conformation believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

9.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meetings or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

9.04 Waiver of Notice

Any Member, Director, Officer or Auditor may waive any notice required to be given to him or her under any provision of the Act or the Letter of Patent or the By-laws of the PLCA, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION 10 EFFECTIVE DATE AND REPEAL /AMENDMENT OF BY-LAWS

10.01 Effective Date

This By-law shall come into effect when confirmed by the Members as contemplated herein.

10.02 Repeal and Amendment

The By-laws of the PLCA may be repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board and when confirmed by an affirmative vote of at least two-thirds (2/3) of the Members at an Annual General Meeting or another Membership Meeting duly called for the purpose of considering the said By-law.

Passed at the Annual General Meeting of the Members held on *, 2017.