

GUELPH MINOR SOFTBALL ASSOCIATION**BY LAW NUMBER 1****CONSTITUTION**

Be it enacted as a by-law of Guelph Minor Softball Association “the corporation” relating generally to the transaction of the affairs of the Corporation without share capital incorporated under the Corporations Act (Ontario) bearing Ontario corporation number 000525048.

Purposes:

1. The purposes of Corporation include:
 - a. To be dedicated to the development of youth, regardless of race, creed, or ethnic background;
 - b. To make available and organize teams with proper coaching and approved equipment;
 - c. To acquaint youth with the basic fundamentals of the game of softball;
 - d. To promote and maintain sound physical, mental, and moral conditioning;
 - e. To promote the recreational value of the program;
 - f. To exercise and maintain authority over all Members;
 - g. To cooperate with others in furthering the development of amateur softball; and
 - h. To promote orderly expansion

Head Office

2. The head office of the corporation shall be in the Regional Municipality of Guelph in the Province of Ontario. The Board of Directors may, from time to time, determine specific location of the head office.

Fiscal Year

3. The fiscal year of the corporation shall begin on November 1 of each year and end on October 31st of the following year. The Directors of the Corporation may apply to change the year end as and when they consider it to be in the best interests of the Corporation.

Seal

4. The corporate seal of the corporation shall be such as the Board of Directors made by resolution from time to time adopt and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

Board of Directors

Nominating a Director

5. A member may nominate a member in good standing to stand for election as a director of the Corporation by submitting a nomination form to the Secretary or his or her designate in the manner required by the Corporation. A member may also nominate a member in good standing to stand for election as a director of the corporation by verbal nomination during the annual meeting.
6. Upon receiving a nomination in the manner required and if the nominee wishes to stand for election, must as soon as its practicable, deliver to the Secretary or his or her designate a consent form in writing to be a director of the Corporation and if elected must apply for a Police Check within 30 days of election. Should the nominee fail to do so then the nomination is null and void.
7. The President or Vice-President of the Corporation shall review the police check and, in the event the President or Vice-President is of the opinion that the nomination ought not to be accepted by the Corporation, shall consult with counsel prior to the continuation of the nomination process. If counsel shall recommend and the Board agree, the Board shall advise the nominee in which case the nominee can request and the Board shall hold an *in camera* hearing to determine the issue. Only those persons permitted by the Board as to whether the Corporation shall accept the nomination shall be final and binding with no right of review or appeal.
8. Nominations for the position of director of the Corporation cannot be submitted nor accepted except in accordance with the procedure outlined herein.
9. a) The Board of Directors shall consist of:

| PRESIDENT | | |
|---------------------------|--|--|
| REP DIVISION | | HOUSE LEAGUE DIVISION |
| Vice-President | | Vice President |
| Secretary | | Secretary |
| Treasurer | | Treasurer |
| Equipment | | Equipment |
| Supply Officer | | Supply Officer |
| Sponsorship & Advertising | | Fundraising & Sponsorship |
| 4 Members-at-Large | | Umpire-in-Chief |
| | | Website Coordinator |
| | | Director of Coach & Player Development |
| | | Convenor Rep |

b) Until changed in accordance with the Corporations Act (Ontario), the affairs of the Corporation shall be managed by the Board of Directors (the “Board”) consisting of the President and 10 Directors (Rep) and 10 Directors (House League) who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of Members.

c) House League and Rep operations shall be managed by their respective committees. The House League committee will be staffed with Board members plus non-voting and appointed convenors. The Rep committee will be staffed with Board members plus non-voting team representatives (1 per team).

d) Minutes of both House League and Rep committee meetings will be taken and presented at monthly scheduled GMSA Board Meetings for review and/or acceptance.

Quorum

10. A quorum of any meeting of the Board shall be the presence in person, by electronic means or by telephone poll of at least one half plus one of the Directors.

Qualification

11. Only a member in good standing may stand for election as a director or be appointed an officer of the Corporation.

12. Directors shall be individuals, 18 or more years of age and shall, at the time of their election and thereafter throughout the term of their office, be Members in good standing of the Corporation.

13. A person ceases to be a Director of the Corporation:

- a. If he or she is found to be mentally incompetent or of unsound mind;
- b. If by notice in writing to the Secretary of the Corporation he or she resigns his or her office;
- c. Is removed by the Members as provided for in this by law; or
- d. Dies

Term

14. The Directors’ term of office, subject to any provisions, if any, of the Letters Patent or any Supplementary Letters Patent issued to the Corporation, shall be from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors shall have been duly elected or appointed for a period of two years. The President and Vice-President shall be on alternating 2 year term, opposite of each other.

15. The past President is an ex-officio Director and enjoys all the rights and privileges of a duly elected Director for the one year term immediately following their term in office as President.

Election

16. The office of the President will be elected at the Annual General Meeting by majority vote of all members present on a show of hands unless a poll is demanded and if a poll is demanded, such election shall be by ballot. All other Executive positions will be elected at the Annual General Meeting by majority vote of those members present with an interest in the division (player, parent, coach, executive, etc.). Subject to the provisions of this by-law, Directors shall be eligible for re-election. Retiring Directors shall continue in office until their successors have been duly elected or appointed.
17. If a poll is demanded, then the Chair shall require a vote by written ballot on the issue to be decided in such manner as the Chair directs. The Chair or his designate shall count the ballots and the result shall be decided by a majority of the ballots cast. The result as declared at the meeting and recorded in the Minutes shall be conclusive proof of the poll.
18. In the event of any vacancy, however caused, occurring in the Board (except through an increase in number of Directors), such vacancies may be filled by the Board, as long as there is a quorum, if they shall see fit to do so; otherwise such vacancy may be filled at the next meeting of Members and any Director appointed or elected to fill any such vacancy.

Removal of a Director

19. The Members in good standing of the Corporation, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, may remove any Director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any Member in good standing in his or her stead for the remainder of his or her term.

Discipline

20. A Member, including a director, may be disciplined by a majority vote of the Directors present at any regular meeting or at a special meeting duly called for that purpose. Discipline may include but is not limited to a suspension or termination of membership or office on such terms as the Board considers just. Reasonable notice of the meeting shall be served in accordance with any method permitted by the by-law upon the Member and shall set the grounds for the proposed discipline. A Member is entitled to be present and make submissions to the Board. The hearing shall be *in camera* and only those persons permitted by the Board are entitled to be present at the hearing.

Director's Remuneration

21. The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expense incurred by him or her in the performance of the Director's duties.

Declaration of Conflict

22. It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act. The Director declaring a conflict shall abstain from voting on the contract or arrangement.

Meetings of Directors

23. The first meeting of the Board shall be held immediately following the election of Directors at an annual or general meeting of the Members at which Directors are elected. No notice of such meeting need be given to the Director or Directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.
24. Meeting of the Board may be held either at the head office of the Corporation or at any place within Canada. A meeting of the Board may be convened by the President and/or Vice-President.

How Decisions Reached

25. Every question submitted to any meeting of Directors shall be decided by a majority of votes unless otherwise specifically provided by statute or by these by-laws and provided that a quorum of the Directors is present. In case of an equality of votes, the President shall, both on a show of hands and on a poll, have a second or casting vote.

Notice of Board Meetings

26. Notice of any board meeting of the Board shall be effected in accordance with the Notice provisions of this by-law; provided always that meetings of the Board may be held at any time without formal notice if all Directors are present or those absent have waived notice or have signified their absence in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.

Effect of Irregularity

27. No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.

Reliance on Auditor

28. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Committees, Etc.

29. The Board may establish and elect from among the Directors an executive committee of the Board. The executive committee shall have and may exercise the powers of the Board in the management and conduct of the affairs of the Corporation in accordance with any direction or restrictions provided in the Board's resolution.
30. The executive committee shall be formed by at least two Directors and one Director shall sit on the committee. The executive committee may establish its own rules of procedure unless those rules have been set out in the Board's resolution.
31. The Board may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Corporation and shall prescribe the duties of such committees.
32. The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such power of management or otherwise (including the power to sub-delegate) as the Board may deem advisable.

Fidelity Bond

33. The Board may require the Corporation's directors, officers, agents and attorneys to furnish bonds for the faithful discharge of their duties, in such form and with such sureties as the Board may from time to time prescribe.

Gifts and Donations

34. The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects and purposes of the Corporation.

Officers

35. The Board shall annually or as often as may be required appoint a President and a Secretary and, if deemed advisable, may appoint annually or as often as may be required on or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries. All of the said Officers must be Members in good standing. The offices of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may, but need not be known as, the Secretary-Treasurer. The Board may appoint such other Officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
36. The Directors may fix the remuneration (if any) to be paid to Officers of the Corporation. All Officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.

President

37. The President shall sign such contracts, documents or instruments in writing as require his or her signature. The President shall be the Chief Administrative Officer of the Corporation and shall be responsible to the Board for the coordination of all affairs of the Corporation. In all matters affecting the Corporation, the President shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
38. The President shall be the Chair of any Board meeting or meeting of the Members of the Corporation.
39. In the case of absence or inability to act of the President or Vice President(s) or for any other reason that the directors deem sufficient, the Directors may delegate all or any of the powers of the President to any other Officer or Director for the time being.

Vice President

40. The Vice President or, if more than one, the Vice Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice President or if more than one, the Vice Presidents, shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

Secretary

41. The Secretary shall, when present, act as secretary of all meetings of Directors and Members, shall have charge of the Minute Book of the Corporation and the documents and registers referred to in the Corporations Act, R.S.O 1990, c. C.38. The Secretary

shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

Treasurer

42. Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of this Corporation to receive any indemnity thereby provided.

Vacancy

43. If the office of the President, Vice President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may appoint an Officer to fill such vacancy.

Indemnity: Directors, Officers and Others

44. Every Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a. All costs, charges, and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
 - b. All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.
45. The Board may appoint any agent and hire any employee that it considers necessary. The persons appointed or hired shall have the authority and shall perform the duties assigned by the Board.
46. The remuneration for any agent or employee shall be fixed by the Board by resolution.

Execution of Cheques, Contracts, etc.

47. Cheques, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed:
- a. By any two persons, each of who is the President, Vice President, or the Treasurer of the Corporation.

and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

Banking Arrangements

48. The Treasurer or any other officer or director as designated by the Board, is authorized to transact the banking affairs of the Corporation. The Treasurer or designate is authorized to:
- a. Operate the Corporation's accounts with the financial institution;
 - b. Accept, endorse, negotiate, lodge, deposit or transfer any cheque, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - c. Issues receipts for and orders with respect to property of the Corporation;
 - d. Execute any agreements with respect to the banking affairs of the Corporation; and
 - e. Authorize any Officer of the financial institution to do any act or thing on the Corporation's behalf to facilitate the banking affairs.

Membership

Definitions

49. For the purposes of this by-law:

"Member" shall mean:

- i. A player who has attained the age of 18 years as at the December 1 immediately prior to the year for which the player has registered; or
- ii. One parent or one guardian of a player less than 18 years of age as defined above; or
- iii. Such other person as is designated by the Board of Directors in its sole discretion from time to time; and
- iv. Head coaches, assistant coaches, and team managers

"Member in Good Standing" means a Member who, as at the October 31 of the then current playing year

- i. Has paid all required fees, charges and expenses due and owing;
- ii. Has returned to the equipment manager all GMSA equipment; and

iii. Has no unresolved disciplinary issues.

50. Notwithstanding the foregoing, where a member has been nominated for the office of director of the Corporation, the nominee must qualify as a member in good standing as at the date of his or her nomination.

51. In the event of a dispute as to whether a person is a “member” or a “member in good standing”, the Board shall conduct an *in camera* hearing to determine the matter on reasonable notice to the person affected. Only those persons permitted by the Board are entitled to be present. The decision of the Board is final and binding and is not subject to review or appeal.

Term

52. Membership is for a period of one year or part thereof from February of each year to the conclusion of the next annual meeting of the Members of the Corporation.

53. Any Member of the Corporation may resign as a Member of the Corporation by letter addressed and sent to the Secretary of the Corporation in any manner authorized by this by-law to serve a notice.

54. The interest of a Member of the Corporation is not transferable and lapses and ceases to exist upon the termination or expiration for any cause of the membership.

Right to Vote

55. Only Members in good standing as at the date of and present at any annual, general or special meeting of Members shall be entitled to vote and shall have only one vote.

56. In circumstances in which a player who has not attained the age of 18 years as defined above has two or more parents or guardians, one of the parents or guardians is to be designated as the person to vote and such designation shall be communicated in writing to the Secretary, or his or her designate, who shall record the designation in the records of the Corporation.

57. Notwithstanding that a parent or guardian has registered more than one player who has not yet attained the age of 18 years as defined above, and subject to the preceding paragraph, that parent or guardian is entitled one vote.

58. In circumstances in which a player has attained the age of 18 years as defined above and has one or more parents or guardians, the right to vote is the right of the player and not the parent or guardian.
59. In circumstances not provided for above as to whether a person has the right to vote, the Chair of the meeting shall hear and consider submissions in such order and in such manner as the Chair in his or her sole discretion determines and shall summarily decide the issue at the meeting at which the issue arises. The decision of the Chair shall be final and binding and not subject to review or appeal.

Membership Meetings

Annual Meetings

60. The Corporation shall hold an annual meeting of its Members on the third Thursday of each September. This meeting will include both Rep and House League members and all business of GMSA will be discussed during this meeting. The annual meeting of the Members shall be held at a place designated in the Notice of Meeting at a place within Ontario, on such day in each year and at such time as the Board may by resolution determine

** Changes to the date must be notified 30 days prior to the meeting to all members (both Rep and House League). **

Business to be Conducted

61. At annual meetings there shall be presented a report of the Directors of the affairs of the Corporation for the previous fiscal year and the following business shall be conducted at the annual general meeting:
- a. Reading and adoption of the financial statements;
 - b. Election of the Directors;
 - c. Appointment of auditors and solicitors and fixing or authorizing the Board to fix the remuneration of same;
 - d. Confirmation and sanction of the action of the Directors and any other matters that require the confirmation or sanction of the Members; and
 - e. Any other business that may be properly brought before the meeting;
 - f. Team and convenor reports
 - i. Team financial statements (rep & select)
 - ii. Team season report (rep)
62. No motion or matter submitted for consideration or decision may be raised during the annual meeting of the members unless previously submitted in writing, signed and seconded and delivered to the secretary no later than two weeks before the Annual meeting.

Other Meetings

Other meetings of the Members (to be known as “general meetings”) may be convened by the Board to be held at any date and time and at any place within Ontario. In addition, the President, Vice President or Secretary shall call a general meeting of the Members upon receipt of a written requisition to do so of not less than 10% of the Members then in good standing entitled to vote at such meeting.

63. The Board shall have power to call a special meeting of Members at any time on reasonable notice.

Who may be Present

64. The only persons entitled to attend a meeting of Members shall be members, members in good standing, the auditors of the Corporation, persons admitted by invitation of the Chair and others who, although not entitled to vote, are entitled or required under any provision of the Corporations Act or the Letters Patent or by-laws to be present at the meeting. Spouses (or in the case of same sex couples, partners) of members and parents of players may also be present.
65. The Chair may cause any person present to be removed if, in the opinion of the Chair, the person is disrupting or otherwise interfering with the orderly conduct of the business of the meeting.

Procedure

66. The President shall act as the Chair of every meeting of the members. In the absence of the President, the Members in good standing present shall choose another Director to act as Chair of the meeting and, if no Director is present, or if all the Directors present decline to act as Chair, the Members in good standing present shall choose one of their number to be Chair of the meeting.
67. Every question submitted to any meeting of Members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or casting vote.
68. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution or decision has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

69. If at any meeting a poll is demanded then the Chair shall require a vote by written ballot on the issue to be decided in such manner as the Chair directs. The Chair or his designate shall count the ballots and the result shall be decided, unless otherwise required by law, by a majority of the ballots cast. The result as declared at the meeting and recorded in the Minutes shall be conclusive proof of the result of the poll.

Adjournment

70. The Chair may adjourn any meeting from time to time and no notice of such adjournment need be given. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. An adjournment may be made with or without a quorum being present.

Notice of Membership Meeting

71. Notice of any general meeting of the members may be given in any manner permitted by this by law no later than 14 days prior to the date for the meeting. The notice shall contain sufficient information concerning the business to be considered at the meeting so as to enable the members to be reasonably prepared for the meeting.
72. Notice of any special meeting of the members may be given in any manner permitted by this by-law no later than 5 days prior to the date for the meeting. The notice shall contain sufficient information concerning the business to be considered at the meeting so as to enable the members to be reasonably prepared for the meeting.
73. No motion or matter submitted for consideration or decision may be raised during any general or special meeting of the members unless notice of the subject matter of the motion or matter first appeared in the notice of the meeting.
74. The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

Head Coaches, Managers and Team Personnel

75. The Head Coach of each team shall be appointed by, be responsible to and subject to discipline by the Board of Directors.
76. A person who intends to apply for the position of or is asked to assume the position of head coach, assistant coach, team manager, trainer or other supervisory position with a team shall first file with the President or the Vice President of the Corporation a police check at their own expense. In the event that the President or the Vice President is of the opinion that the person is not suitable for the position, the President or the Vice President shall conduct legal counsel. Should legal counsel recommend and the Board agree, the

President or the Vice President shall so advise the Applicant in which case the Applicant can request and the Board shall hold an *in camera* hearing to determine the issue. Only those persons permitted by the Board are entitled to be present at the hearing. The Decision of the Board shall be final and binding and not subject to review or appeal.

77. A Head Coach, Assistant Coach, Team Manager or other person who has held a supervisory position with a team must obtain and submit to the Vice President a fresh police check every two years at least 20 days prior to the first team meeting of a new season.

Code of Conduct

78. The Board of Directors may by resolution adopt a Code of Conduct or other document specifying the duties, responsibilities, and behaviour required of all persons associated with the Corporation. In the event of a conflict between such Code and this by-law, the by-law shall govern.

Board Rules and Regulations

79. The Board may from time to time enact rules and regulations (the “Board Rules and Regulations”) and policies and procedures governing the Corporation and its members as the Board in its sole discretion may determine from time to time. In the event of a conflict between such rules, regulations, policies or procedures this by-law, the by-law shall govern.

How Notice May be Given

80. Any notice required to be given under the Act, the Letters Patent, the by-laws or otherwise shall be deemed to have been validly given if it is:
- a. Delivered personally to the person to whom it is to be given; or
 - b. Delivered to the person’s address as recorded in the Corporation’s records; or
 - c. Mailed to the person’s address as recorded in the Corporation’s records by prepaid ordinary mail; or
 - d. Is delivered in writing at team meetings or at practices; or
 - e. Is published in a local newspaper; or
 - f. Is sent by facsimile transmission or email to the address as recorded in the Corporation’s records; or
 - g. Is posted on the website of the Corporation.
81. A notice shall be deemed to have been given on the day it was given unless it was mailed or published, in which case it is deemed to have been given on the fifth day after it was mailed or published.

82. In circumstances of urgency, the Board may give notice in any way that it deems reasonable in the circumstances including but not limited to dispensing with the requirement for notice.
83. No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings there. Any Member or director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken there.
84. The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
85. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.
86. A certificate of the President, Vice President, the Secretary or the Treasurer or of any other Office of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any person shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

Interpretation

87. In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and other entities, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.
88. The Corporation may be referred to as GMSA.

Enactment, Repeal and Amendment of By-laws

89. A copy of any by-law to be sanctioned at a meeting of Members (including a by-law which amends or repeals an existing by-law) shall be sent to every Member of the Corporation with the notice of such meeting.
90. By-laws of the Corporation may be enacted, and the bylaws of the Corporation repealed or amended by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the Members in good standing, unless otherwise required by law, at a meeting of Members duly called for the purpose of considering such by-law.

PASSED by the Board of Directors and sealed with the corporate seal this ____ day of _____, 20____.

(Signature) President

(Signature) Secretary