



**SKATE**CANADA  
NOVA SCOTIA

**SKATE CANADA  
NOVA SCOTIA  
CONSTITUTION**

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Amended



## Article 1 Name of Section

The name of this not-for-profit section shall be Skate Canada Nova Scotia hereafter referred to as the Section or SCNS.

## Article 2 Vision

Inspiring all Nova Scotians to embrace the joy of skating.

## Article 3 Definitions

In these by-laws unless otherwise indicated, the following words and phrases shall have the meaning so defined:

- a) ANNUAL GENERAL MEETING – the annual meeting of Members
- b) APPOINTED DIRECTOR – a Director appointed by the Board in accordance with Article 8 hereof
- c) AUDITOR – a ~~Certified Professional Accountant~~ Financial Reviewer appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit and/or review the books, accounts, and records of Skate Canada Nova Scotia for a report to the Members at the next Annual General Meeting
- d) BOARD – the Board of Directors of Skate Canada Nova Scotia
- e) BYLAWS – these by-laws and any other by-law of Skate Canada Nova Scotia as amended and which are, from time to time, in force and effect
- f) CERTIFIED PROFESSIONAL COACH – A coach deemed to be “certified” as a result of meeting all training and evaluation requirements as determined by Skate Canada, who has registered directly with Skate Canada, and who is in Good Standing
- g) CHAIRPERSON – the Chair of the Board of Skate Canada Nova Scotia
- h) CLUB – A not-for-profit organization that is operating for the general purpose of providing Skate Canada skating programs and is managed by a volunteer board of directors
- i) DAYS – total days including weekends and holidays
- j) DELEGATE – a representative of a Club or Skating School entitled to vote at Members’ Meetings who is a registrant of Skate Canada.
- k) DIRECTOR – an individual elected or appointed to serve on the Board pursuant to the by-laws

- l) ELECTED DIRECTOR – any Director or any Director at Large duly elected pursuant to Article 8 hereof
- m) GOOD STANDING – a person who has paid all dues outstanding to Skate Canada, a Club, or a Skating School (as applicable) and who the Board has not declared not to be in good standing. In the case of Members, a Member whose Membership has not been terminated pursuant to Article 3 of Skate Canada’s by-laws
- n) HONOURARY ASSOCIATE – a person who has rendered long, meritorious and valuable service to Skate Canada and to whom the Members have recognized as an honorary associate and extended certain privileges pursuant to Skate Canada policies, and who is not a Member
- o) MEMBER – each entity that meets the requirements of any of the two Member classes as defined in Article 3 of Skate Canada’s by-laws
- p) MEMBERSHIP – the state of being a Member
- q) MEMBERS’ MEETINGS – Annual General Meetings and/or Special Meetings
- r) ORDINARY RESOLUTION – a resolution passed by the majority of votes cast on that resolution
- s) REGISTERED SKATING COACH – a coach with NCCP “in training” or “trained” or certified status and who has registered directly with Skate Canada but who is not a Member
- t) REGISTRANT – includes (i) an individual who is registered by a Club or Skating School with Skate Canada and who is subject to all applicable rules, regulations and policies of Skate Canada but who is not a Member; and (ii) an individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by Skate Canada and registered directly with Skate Canada but who is not a Member
- u) RELEVANT CRIMINAL OFFENSE - is defined to be any criminal offense which in the eyes of the Board would render the member incapable of performing their functions in a manner that is beyond reproach
- v) SKATING SCHOOL – an organization other than a Club that is operating for the general purpose of providing Skate Canada skating programs
- w) SECTION – as defined in Section 5.1 hereof
- x) SKATE CANADA BY-LAWS – When referenced, the Skate Canada by-laws that were in effect on the date of approval of this constitution and by-laws.
- y) SPECIAL MEETING – a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an Annual General Meeting

- z) SPECIAL RESOLUTION – a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution

## Article 4 Interpretation

- 4.1 Words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and an unincorporated organization.
- 4.2 The Board will have the authority to interpret any provision of the by-laws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the purposes of the Section as set out in the constating documents of the Section.

## Article 5 Skate Canada Nova Scotia Section

- 5.1 For the purposes of management and control, Skate Canada has divided Canada into geographic jurisdictions ("Sections", Skate Canada by-laws Article 8.1). As a Section of Skate Canada, Nova Scotia is defined as:
- a) NOVA SCOTIA: all Clubs/Skating Schools in the Province of Nova Scotia;
- 5.2 The affairs of the Section shall be managed by a Section Board at Annual General Meetings of the Section, which meetings shall be held prior to the Skate Canada Annual Meeting (Skate Canada by-laws Article 8.2).
- 5.3 Except in the case of a conflict with a provincial statute governing the Section, the by-laws apply to and govern the activities of the Section. The Section may adopt a constitution, seek incorporation, and adopt additional by-laws for the Section; such constitution, incorporation, and by-laws are subject to the approval of the Board before becoming effective.
- 5.4 A member of the Section shall be considered as follows:
- a) each Club and Skating School in Good Standing, with its registered address being within the boundaries of the province of Nova Scotia who has registered with Skate Canada, shall be a member of Skate Canada, and thus a member of the Section
- b) each Registrant in Good Standing who has registered with a Club or Skating School in the Section, and who has registered with Skate Canada as being resident within the Section, shall be a member of that Section
- c) each Certified Professional Coach in Good Standing who has registered with Skate Canada as being resident within the Section, shall be a member of that Section and
- d) each Registered Skating Coach in Good Standing who has registered with Skate Canada as being resident within the Section, shall be a member of that Section.

## Article 6 Members

- 6.1 Skate Canada Nova Scotia shall have two classes of Members, namely:
- a) Clubs/Skating Schools ("Clubs/Skating School Members Class")
  - b) Certified Professional Coaches ("Certified Professional Coaches Class").

### Membership Conditions

- 6.2 As per Skate Canada's Application to become a Club or Skating School: "All pending membership applications shall initially be reviewed by the home Section of the club/skating school. If approved by the home Section, the application will be reviewed by the Skate Canada National Office against established criteria as approved by the Skate Canada Board of Directors."
- 6.3 A Certified Professional Coach making application for membership shall be admitted as prescribed by the Board of Directors of Skate Canada

### Termination of membership

- 6.6 Termination of membership is determined as stated in Article 3 of Skate Canada's By-Laws.

### Discipline

- 6.7 A Member's Membership may be suspended in accordance with Skate Canada's policies and procedures relating to the discipline of Members.
- 6.8 A Registrant may be suspended or expelled from Skate Canada in accordance with Skate Canada's policies and procedures relating to the discipline of Registrants.

## Article 7 Members' Meetings

- 7.1 Any Members' Meeting may be called by the Board or the Chairperson.
- 7.2 Written notice of the time and place of any Members' Meeting shall be provided to the Members by electronic or other communication means to each Member no less than twenty-one (21) days before the day on which such meeting is to be held.
- 7.3 The notice in section 7.2 hereof shall contain a summary of the business to come before the meeting.
- 7.4 The Board shall call a Special Meeting in accordance with a requisition signed by Members of any class carrying not less than twenty-five percent (25%) of the total Members' votes in that class. Such requisition shall express the object of the meeting and shall be delivered to the Executive Director of the Section as well as the Chair. If neither the Board nor the Chair calls a Special Meeting within twenty-one (21) days of receiving such requisition, any Member who signed the requisition may call the Special Meeting to address the object of the meeting so

requisitioned. The only items to be discussed at a Special Meeting shall be those specified in the requisition.

- 7.5 Any class of Members may make a proposal to the Annual General Meeting if such proposal is signed by not less than twenty-five percent (25%) of the Members in that class who are entitled to vote at the meeting at which the proposal is to be presented. Any proposal shall be sent to the Members in accordance with the notice requirements and timelines set forth in the by-laws.

## Annual General Meeting

- 7.6 The Annual General Meeting shall be held in Nova Scotia at such time and place as determined by the Board.
- 7.7 The order of business at an Annual General Meeting shall be:
- i. Reading of Notice of Meeting
  - ii. Reports as to Quorum
  - iii. Approval of the Agenda
  - iv. Approval of minutes of the previous Annual General Meeting
  - v. Chair's Report
  - vi. Committee Chairs' Reports
  - vii. Executive Director's Report
  - viii. Presentation of Financial Statement
  - ix. Confirmation of Actions taken by the Board
  - x. Election of Board members
  - xi. Awarding of Competitions
  - xii. Review of Amendments
  - xiii. New Business
  - xiv. Appointment of Auditors or Financial Reviewers
  - xv. Introduction of the New Board
  - xvi. Adjournment

The Order of the Agenda is flexible as per the Chair's discretion.

## Persons entitled to attend

- 7.8 Persons entitled to be present at a Members Meeting are Delegates, Certified Professional Coaches, the Board, the Auditor/Financial Reviewer, the Executive Director, Honorary Associates, and such other persons who are entitled or required to be present at the meeting.
- 7.9 Members Meetings shall be open to invited guests and to any Registrant or Registered Skating Coach having obtained sixteen years of age provided that such individual shall not be entitled to speak at such meeting and provided further that the Board may close any Members Meeting by Ordinary Resolution to those who are not entitled to vote.
- 7.10 Members, by Ordinary Resolution, may grant invited guests the right to speak at a Members' Meeting

## Persons entitled to Vote

- 7.11 Each Member of the Clubs/Skating Schools Members Class shall be entitled to receive notice of, attend, and vote at Members Meetings and each such Member shall have ten (10) votes at such meetings, the entirety of which shall be cast as a block;
- 7.12 Each Member of the Certified Professional Coaches Class shall be entitled to receive notice of, attend, and vote at all Members Meetings and each such Member shall have one (1) vote at such meetings.
- 7.13 Members of the Board of Directors of the Section and Region Representatives, such Region Representatives to be elected annually by the member clubs located within each Region in question at each Region's Annual General Meeting, shall be entitled to one (1) vote at a general meeting.

## Club/Skating School Delegates to Members Meetings

- 7.14 Each Member of the Clubs/Skating Schools Class is entitled to send one Delegate to a Members Meeting who shall have the right to cast such Member's votes on all matters submitted to a vote at the Members Meeting.

## Proxies

- 7.15 Members who are entitled to vote and are not attending the Annual General Meeting or special meeting may give proxies to delegates entitled to carry proxies for the purpose of voting. No person can carry more than 2 voting member proxies.
- 7.16 Proxies shall be in such form, as the Board prescribes and shall be handed to the Executive Director, or such other person as the Executive Director may appoint prior to the start of the meeting.

## Quorum

- 7.17 A quorum for the transaction of business at a members meeting shall be representation by delegates from twenty five percent (25%) of the number of clubs skating schools in the Section, but shall not be less than ~~nine~~ seven delegates from clubs.

## Determining a Majority Vote

- 7.18 Abstaining voters are not counted in determining a majority.
- 7.19 A tie vote is defeated.
- 7.20 Except as otherwise provided in the by-laws, a simple majority of the votes cast by the Delegates and Members present shall determine the motions in Members' Meetings.
- 7.21 Unless a secret ballot is held, a declaration by the chair of the Members Meeting that a resolution has been carried or not, and an entry to that effect in the minutes of Skate Canada Nova Scotia shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favor of or against such resolution.

## Auditor

- 7.22 An annual review of the financial situation of the Section is undertaken by ~~an accounting professional~~ a financial reviewer.

## Rules of Order

- 7.23 The rules contained in "Roberts' Rules of Order" shall govern meetings of the Section.

## Article 8 Board of Directors

- 8.1 The Board of Directors shall be composed of the following positions:
- i. Chair – elected in even numbered years
  - ii. Vice Chair – elected in odd numbered years
  - iii. Treasurer – elected in odd numbered years
  - iv. Four Directors at Large: 2 elected in odd numbered years and 2 elected in even numbered years; Competitions, Governance, Marketing & Publicity and Skater Development
  - v. Past Chair
  - ~~vii. Appointed Athletes Representative~~
  - vi. Appointed Officials Chair
  - vii. Coaching Representative elected from the coaching membership
  - viii. Regional Representative elected by the regions

## Eligibility

- 8.2 Any person, who is 19 years of age or older who has the power under law to contract,
- 8.2.1 Candidates for Coaching Representative are further restricted to Certified Professional Coaches and Registered Skating Coaches in Good Standing.
  - 8.2.2 Candidates for Board of Directors' positions are restricted to either Registrants or Certified Professional Coaches. Candidates must be in Good Standing of the Section.
  - 8.2.3 Candidates can only hold one (1) position on the Board of Directors.

## Nominations

- 8.3 Any nominations to fill a vacancy on the Board, accompanied by the written consent of the nominee by signed or electronic signature, shall be submitted in writing or by electronic transmission pursuant to the Section's policies thirty (30) days prior to the next scheduled Annual General Meeting to the Chairperson or such other person as the Board may designate.
- 8.4 Names of valid nominees will be circulated to all Members twenty one (21) days prior to the earliest scheduled Annual General Meeting.
- 8.5 Nominations from the floor may be permitted after the names of the valid nominees have been circulated, but only if the Chair of the Nominating Committee has received the consent of the nominee in writing at least fifteen (15) days prior to the Annual General Meeting. Nominations from the floor received less than fifteen (15) days prior to the Annual General Meeting, or during the Annual General Meeting, will not be permitted.

## Terms of Office

- 8.6 The Chair will hold office for two (2) years and will hold such office until a successor has been duly elected in accordance with the by-laws, unless the Chairperson resigns, is removed from or vacates their office.
- 8.7 An Elected Director will hold office for two (2) years and will hold office until their successor has been duly elected in accordance with the by-laws, unless that Director resigns, is removed from, or vacates their office. Elected directors may hold the same office for a maximum of 3 terms in succession

## Elections

- 8.8 The election of the Elected Directors will take place at the Annual General Meeting and will take place in two (2) parts:

- a) the Chair and two (2) Directors will be elected to the Board at alternate Annual General Meetings to those listed in paragraph 8.1 hereof;
  - b) Vice Chair, Treasurer and two (2) Directors will be elected to the Board at alternate annual meetings to those listed in paragraph 8.1 hereof;
  - c) Regional Representative – one Region Representative in Good Standing elected annually by the Regions within the Section by and from the Regions and ~~announced at the Annual General Meeting~~ annually.
  - d) Coaches Representative – elected by the ~~Certified~~ Professional Coaches and Registered Skating Coaches annually
- 8.9 All elected Directors shall be elected by a simple majority, voting shall be conducted by secret ballot.
- 8.10 For greater certainty, if there are 3 Directors at Large running for two (2), two (2) year positions and one (1) year position due to vacancy an election shall be held to determine the one (1) year position. The person receiving the least number of votes will be in the Directors position for one (1) year. Unless the terms of office have been decided by the nominees prior to the Annual General Meeting.
- 8.11 Elections will be held as required in the order listed in 8.1 and will be conducted on separate secret ballots for each position. Once a candidate has been elected, their name will be removed from subsequent ballots.

## Appointments

- 8.12 The Board may by Ordinary Resolution appoint one or more directors, who shall hold office for a term expiring not later than the close of the next Annual General Meeting.

## Resignation, Vacating and Removal

- 8.13 A Director may resign from the Board at any time by presenting their notice of resignation to the Board. Such resignation will become effective as of the date on which the notice is accepted by the Board. If a Director resigns, their position will automatically and simultaneously be terminated.
- 8.14 The office of Director shall be vacated:
- a) if the Director is found by a court in Canada to be of unsound mind;
  - b) if the Director is found guilty of a relevant criminal offense;
  - c) on death or permanent disability that prevents carrying out the duties of a director;

- 8.15 A Director may be removed by Ordinary Resolution of the Members, provided that the Director has been given notice of and the opportunity to be heard. If the Director is removed, the Director will automatically and simultaneously be removed from the position.
- 8.16 Any Director and any Member who participates in committees of the Section that are charged with a relevant criminal offense, shall be placed on immediate leave from their duties until such time as a resolution is obtained.

## Vacancies

- 8.17 Where the position of a Director becomes vacant for whatever reason before their term is complete, the Board may appoint a qualified person to fill the vacancy until the next Annual General Meeting. If there is a further year remaining in such Director's term, an election will be held to fill the remainder of their term.
- 8.18 Where the position of Chair becomes vacant for whatever reason before their term is complete, the Vice Chair will assume the vacancy until the next Annual General Meeting, at which time an election for the position of Chair for the remainder of the term will be held.

## Powers of the Board

- 8.19 Except as otherwise provided in the by-laws, the Board has the authority to exercise the powers of the Section and may delegate any of its powers, duties and functions:
- 8.19.1 The Board will set and monitor the accomplishment of the vision, values (or the equivalent) and strategic direction of the Section;
  - 8.19.2 The Board will provide continuity for the Section by ensuring its financial health;
  - 8.19.3 The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Section
  - 8.19.4 The Board may make policies governing the management of the affairs of the Section
  - 8.19.5 The Board may make policies relating to the management of disputes within the Section and all disputes will be dealt with in accordance with such policies;
  - 8.19.6 The Board may perform any other duties from time to time as may be in the best interests of the Section.

## Signing officers

- 8.20 The signing officers of the Section, for banking transactions, shall be any two of the following: Chair, ~~the Treasurer, and/or the~~ Executive Director and one other member of the Board.

## Meetings of the Board

- 8.21 The Board of Directors will hold a minimum of 3 meetings per year.
- 8.22 Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all of the Directors are present and none object to the holding of the meeting, or if those Directors who are absent consent to the holding of such meeting.
- 8.23 At any meeting of the Board, quorum will be a one third (1/3) of Directors holding office.
- 8.24 The Board may meet by teleconference or other electronic means that permits each Director to communicate adequately with each other, provided that:
- a) each Director has equal access to the specific electronic means to be used; and
  - b) the Director address the logistics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording events.
- 8.25 Each Director is entitled to one vote. Voting will be by majority. Votes may be cast by secret ballot if a majority of Directors present at the meeting so request. The meeting chair may vote only to break a tie.
- 8.26 A Director participating in a meeting either by teleconference or other electronic means shall be deemed to have been present at that meeting.
- 8.27 Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 8.28 In the absence of the Chair, the Vice Chair shall chair the meeting.

## Article 9 Committees

### Standing Committees

- 9.1 Standing Committees are established by and are responsible to the Board.

They are:

Awards

Coaching

Competitions

~~Data Specialists~~ Finance

Governance

Judges, Technical, Evaluators

Marketing

Nominating

Officials

Regional Coordinating

Skater Development

- 9.2 The Board may from time to time appoint committees, or other advisory bodies, as it deems necessary. or appropriate
- 9.3 The Section Chair, with the approval of the Board, shall annually appoint the Chairs of the Section Committees. Attendance at the Board Meeting by a Standing Committee Chair who is not a Director shall be at the request of the Section Chair

## Article 10 Conflict of Interest

Board Members, or a member of a committee (as considered in Article 9 hereof), or its sub- committee, who has an interest or who may be perceived as having an interest in a proposed contract or transaction with the Section will comply with the Section's policies. They will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, and will refrain from influencing the decision on such contract or transaction.

## Article 11 Dispute Resolution

The Section uses the Skate Canada Policy and Procedure entitled Section Dispute Resolution Procedures Policy.

## Article 12 Finance

- 12.1 The financial year of the Section shall be April 1 to March 31, or such other period as the Board may from time to time determine.
- 12.2 The banking business of the Section shall be conducted at such financial institutions as the Board may designate from time to time by Ordinary Resolution.
- 12.3 The Section will make available to the Members a copy of the annual financial statements at the Annual General Meeting.

- 12.4 From time to time the Board may authorize a Board Member, or employee of the Section to sign for and on behalf of the section all cheques, contracts, leases, and similar documents or to sign a specific instrument or contract on behalf of the Section. Any instruments or contracts so signed will be binding upon the Section without any further authorization or formality. Any two (2) authorized signatory may certify a copy of any instrument, resolution, by-law or other document of the Section to be a true copy thereof.
- 12.5 All Board Members who are not employed by the Section and members of committees (as considered in Article 9 hereof) or sub-committees will serve as such without remuneration and will not directly or indirectly receive any profit from their respective positions as such; provided that such Board Members, or members of committees or sub-committees may be paid reasonable expenses incurred in the performance of their respective duties.

## Article 13 Corporate

- 13.1 The business and affairs of the Section will be carried on without the purpose of gain for its Members and any profits or other accretions to the Section will be used in promoting its purposes.
- 13.2 The registered office of the Section will be located in Nova Scotia at such address as the Board may determine.
- 13.3 The necessary books and records of the Section required by the by-laws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Section will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the registered office of the Section.

## Article 14 Amendments of by-laws

- 14.1 Amended or repealed by Special Resolution of the Directors at a meeting of the Board. The Directors will submit the by-law proposal, amendment, or repeal to the Members at the next Members Meeting, and the Members may, by Special Resolution, confirm, reject, repeal, or amend the by-law proposal, amendment. The by-law confirmation, amendment, or repeal is effective from the date of the Special Resolution of the Directors. The by-law confirmation, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Members Meeting or if it is rejected by the Members at such meeting.
- 14.2 Proposals, amendments, or repeals to the by-laws may be submitted by the Board, by a Club or Skating School in Good Standing, or by a Certified Professional Coach in Good Standing. A by-law proposal, amendment, or repeal submitted by the Board must be signed by the Chairperson. A by-law proposal, amendment, or repeal submitted by a Club or Skating School must be signed by its president or owner. A by-law proposal, amendment, or repeal submitted by a Certified Professional Coach must be signed by such Certified Professional Coach.
- 14.3 Proposals, amendments, or repeals to the by-laws must be submitted in writing to the Executive Director of Skate Canada Nova Scotia thirty (30) days in advance of the Members Meeting at which

they are to be considered. Proposals, amendments, or repeals to the by-laws shall be sent by the Executive Director of Skate Canada Nova Scotia to each Member and each Director twenty one (21) days prior to the date of the Members Meeting at which they are to be considered.

## Article 15 Notice

- 16.1 In the by-laws, written notice will mean notice that is provided by electronic, or other communication means to each member entitled to vote, as the case may be. If a Member requests that a notice be given to that Member by non-electronic means, such notice will be sent by mail, courier, or personal delivery.
- 16.2 Date of notice shall be the date on which notice is given by personal delivery, the date on which the notice is delivered by electronic, two days after the notice is couriered, and five days after the date that the notice is mailed.
- 16.3 The accidental omission to give any notice to any member or the non-receipt of any notice by any such member where the Section has provided notice in accordance with the by-laws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

## Article 16 Dissolution

Upon dissolution of Skate Canada Nova Scotia, assets remaining after all liabilities are discharged shall be donated to a like institution or association identified by the Board.

## Article 17 Indemnification and Protection

- 17.1 No director, officer, member, employee or agent of the Section is liable for the acts, receipts, neglect or defaults of any other director, officer, member, employee or agent or for joining in any receipts or other acts of conformity, or for any loss or expense happening to the Section through insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Section or for the insufficiency or deficiency of any security in or upon which any of the monies of the Section are invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any monies, securities, or effects of the Section are deposited, or for any loss occasioned by any error of judgement or oversight on a person's part or for any loss, damage or misfortune whatsoever, which happens in the execution of the duties of their office or in relation thereto, providing:
- i) They acted honestly and in good faith with a view to the best interests of the Section; and

ii) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful

17.2 Every director, officer, member, employee or agent of the Section and their 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 of the Section from and against

i) All costs, charges and expenses whatsoever which such director, officer, member, employee or agent sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them or in about the execution of the duties of their office;

ii) All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs of the Section except such costs, charges or expenses as are occasioned by their own willful neglect or default or charges for their own account

## Article 18 Adoption of these Bylaws

18.1 These Bylaws were ratified by a Special Resolution of the Members at an Annual General Meeting duly called and held on ~~May 6<sup>th</sup>, 2017.~~ May 4<sup>th</sup> 2019

18.2 In ratifying these Bylaws, the Members repeal all prior Bylaws provided that such repeal does not impair the validity of any action performed pursuant to the repealed Bylaws.