

**INTERNATIONAL SOCIETY OF ADDICTION MEDICINE  
being the General By-laws of the "Corporation"**

**INTERPRETATION**

1. Definitions. In this By-law, unless the context otherwise specifies or requires:
  - a) "Act" means the *Canada Corporations Act, R.S. C. 1970, c. C-32* as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
  - b) "By-laws" means any By-law of the Corporation from time to time in force and effect;
  - c) "Letters Patent" means the letters patent and any supplementary letters patent of the Corporation; and
  - d) "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations.
2. Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
  - a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
  - b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts, clubs, societies or other organizations and any number or aggregate of persons; and
  - c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

**CORPORATE SEAL**

3. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation and shall reside with the Head Office Administrator

**HEAD OFFICE**

4. Head Office. The head office of the Corporation shall be in the City of Calgary, in the Province of Alberta or such other location as may, time to time, be determined by the Board of Directors of the Corporation.

**CONDITIONS OF MEMBERS**

5. Entitlement. Membership in the Corporation shall be limited to those persons who are interested in furthering the objectives of the Corporation and whose written application for admission as a member has received the approval of the Board of Directors of the Corporation. The Board of Directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member.
5. Classes of Membership. There shall be three classes of membership in the Corporation, with the following rights and restrictions attached to each class:
  - a. Voting members. Each Voting member shall be entitled to notice of and to vote at all meetings of the members of the Corporation. **Any physician**, regardless of sex, race, colour or creed, over the age of eighteen years involved in addiction medicine, may, on application be eligible for membership as a Voting member. All applications for membership as a Voting member shall be submitted to the board of directors and upon approval by a majority of the board of directors, the applicant shall become a Voting member.
  - b. Associate members. Each Associate member shall be entitled to notice of and to attend at a meeting of the members of the Corporation **but shall not be entitled to vote at such meeting.** **Any healthcare professional** involved in the field of addiction medicine may be eligible for membership as an Associate member. All applications for membership as an Associate member shall be submitted to the Secretary who shall be authorized to approve or disapprove the application. Upon approval by the Secretary of an applicant for membership as an Associate

member, the applicant shall become an Associate member subject to the terms and conditions set out in the application for Associate membership.

- c. Honorary members. Each Honorary member shall be entitled to notice of and to attend at a meeting of the members of the Corporation but shall not be entitled to vote at such meeting. Any person may be appointed an Honorary member by a majority decision of the board of directors by reason of outstanding service to the Corporation.
7. Withdrawal. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A withdrawal shall be effective from acceptance thereof by the board of directors. In the case of withdrawal, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's withdrawal.
8. Termination of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist:
  - a. upon the death or dissolution of the member;
  - b. when the member's period of membership expires (if any);
  - c. when the member ceases to be a member by withdrawal or otherwise in accordance with the By- laws;
  - d. if at a special meeting of members, a resolution is passed to remove the member by at least three- quarters (3/4) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

### **MEMBERS' MEETINGS**

9. Time and Place of Meetings. The annual or any other general meeting of the members shall be held annually at such time and place as may from time to time be determined by the Board of Directors.
10. Annual Meetings. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors shall be elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of members.
11. Special Meetings. Other meetings of the members may be convened by order of the Chairperson of the board, the President if a director or by the board of directors at any date and time and where the head office of the corporation is situated or at such other place as may from time to time be determined by the board of directors. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights .
12. Notice. Fourteen (14) days' written notice shall be given in the manner specified in paragraph 50 to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.
13. Waiver of Notice. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
14. Error or Omission in Giving Notice. No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.
15. Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Letters Patent or any other By-law) shall be persons present being three in number and being or representing by proxy eight members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 50 with regard to notice shall apply to such adjournment.
16. Chairperson of the Meeting. In the event that the Chairperson of the board is absent or the President is absent or is not a director and a member, the persons who are present and entitled to vote shall choose another director as chairperson of

the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

17. Adjournment. The chairperson of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. 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.
18. Voting of Members. At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of an equality of votes the chairperson of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which the chairperson may be otherwise entitled.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution 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.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

19. Proxies. Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of directors or governing body of the body corporate or association to represent it at meetings of members of the Corporation. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

A proxy shall be executed by the member or the member's attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized. A person appointed by proxy must be a member. A proxy may be in the following form:

The undersigned member of *(name of Corporation)* hereby appoints of - or failing the person appointed above, of as the proxy of the undersigned to attend and act at the meeting of the members of the said Corporation to be held on the day of \_\_\_\_ , 20\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this \_\_\_\_ day of \_\_\_\_ A.D. 20\_\_\_\_.

Signature of member

The Board of Directors may from time to time make regulations regarding the lodging of proxies.

### **BOARD OF DIRECTORS**

20. Duties and Number. The affairs of the Corporation shall be managed by a Board of Directors who may be known and referred to as directors, trustees or governors. The number of directors on the Board shall be a minimum of three (3). The number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors.
21. Qualifications. Every director shall be at least eighteen (18) years of age and shall be a member of the Corporation, or shall become a (physician) member of the Corporation within ten (10) days after election or appointment as a director. The sole exception is the Head Office Administrator, who may be a non-physician member of the Board with no voice or vote.
22. First Directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members. The board of directors then elected shall replace the provisional directors named in the Letters Patent.

23. Election and Term. Unless otherwise determined by an annual meeting, the number of directors comprising the Board shall not be less than three (3). The directors elected at the first election following incorporation and at all annual meetings held after the first election of directors shall be elected for a term of three (3) years. Any person otherwise qualified to serve as a director shall be eligible for re-election to an unlimited number of terms on the Board.
24. Vacancies. The office of a director shall automatically be vacated:
- if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
  - if the director fails to respond to communications over a period of six (6) months relating to the affairs of the Corporation or after receipt of two notices of board of directors meetings fails to participate in such meetings,
  - if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
  - if at a special meeting of members, a resolution is passed by at least three-quarters (3/4) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
  - if the director dies.
25. Filling Vacancies. A vacancy occurring in the board of directors shall be filled as follows:
- if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 24d above, it may be filled upon the vote of a majority of the members and any director elected to fill a removed director's place shall hold office until the next annual general meeting;
  - any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
  - otherwise such vacancy shall be filled at the next annual meeting of the members.

If the number of directors is increased between the terms, a vacancy or vacancies to the number of directors authorized shall thereby be deemed to have occurred, which may be filled in the manner above provided.

26. Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.
28. Retiring Director. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

### **POWERS OF DIRECTORS**

29. Administer Affairs. The Board of Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.
30. Expenditures. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
31. Fund Raising. The Board of Directors shall take such steps as they 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 of the Corporation.
32. Remuneration. Remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

## DIRECTORS' MEETINGS

33. Place of Meeting. Meetings of the Board of Directors may be held at any place within or outside Canada.
34. Notice. A meeting of directors may be convened by the Chairperson of the Board, the President if a director, or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. Unless sent by mail, twenty-four (24) hours notice of such meeting shall be given to each director. Notice of any such meeting that is sent by mail shall be served in the manner specified in paragraph 50 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.
- If the first meeting of the Board of Directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed director or directors in order to legally constitute the meeting, provided that a quorum of the directors is present.
35. Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.
36. Adjournment. Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.
37. Quorum. A majority of directors in office, from time to time, but no less than four directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.
38. Voting. Each director is authorize to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.
39. Telephone Participation. The directors may hold meetings by teleconference or by other electronic means that permit the directors to have equal access to such means of communication and to communicate adequately with each other provided a quorum is present by teleconference or other electronic means and each director participating in the meeting consents in advance to the holding of such meeting and agrees to the procedure to be used to hold the meeting. Any security issues which may arise at the meeting shall be referred to the chairperson who shall be responsible to satisfactory resolve such security issue or adjourn the meeting as provided in paragraph 36.

## INDEMNITIES TO DIRECTORS AND OTHERS

40. Indemnities to Directors and Others. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it 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 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 the director, officer of other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
  - b. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect

or default. The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

#### **OFFICERS**

41. Appointment. The Board of Directors may annually or more often as may be required, appoint a Chairperson of the board, a President, a Secretary, one or more Vice-Presidents and a Treasurer, however, in the event the Board of Directors shall fail to appoint any of the aforesaid officers on an annual basis the incumbent shall continue in office until his successor is appointed. A director may be appointed to any office of the Corporation but none of the said officers need be a director or member of the Corporation except that the Chairperson of the Board shall be a director of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary- Treasurer. The board of directors may from time to time 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 of Directors.
42. Vacancies. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.
43. Remuneration of Officers. The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the board of directors. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.
44. Removal of Officers. Officers shall be subject to removal by resolution of the Board of Directors at any time, with or without cause.
45. Duties of Officers May be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
46. Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:
  - a. Chairperson of the board. The Chairperson of the board, if any, shall, when present, preside at all meetings of the Board of Directors, committees of directors, if any, and the members.
  - b. President. The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be vested with and may exercise all of the powers and shall perform all of the duties of the Chairperson of the Board if none be appointed or if the Chairperson of the Board is absent or unable or refuses to act; provided, however, that unless the President is a director the President shall not preside as chairperson at any meeting of directors, and, subject to paragraph 16 of this By-law, at any meeting of members.
  - c. Vice-President. 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.
  - d. Secretary .The Secretary shall give or cause to be given notices for all meetings of the Board of Directors or committees of directors, if any, and members when directed to do so.
  - e. Treasurer. The Treasurer shall keep or shall cause to be kept an accurate account of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or shall cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board of Directors. The Treasurer shall disburse or cause to be disbursed the funds of the Corporation under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all of his transactions as Treasurer, and of the financial position of the Corporation.

#### **COMMITTEES**

47. The Board of Directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

#### **EXECUTION OF INSTRUMENTS**

48. Execution of Instruments. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power 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 and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

49. Cheques. Drafts. Notes. Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

#### **NOTICES**

50. Service. Any notice or other document required by the Act, the Regulations, the Letters Patent or the By-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or facsimile or other electronic means of communication to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
51. Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent of the Corporation the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

#### **MINUTES OF BOARD OF DIRECTORS**

52. The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

#### **FINANCIAL YEAR**

53. Unless otherwise ordered by the board of directors, the fiscal year end of the Corporation shall be the 30th day of April.

#### **AMENDMENT OF BY-LAWS**

54. The By-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Act, may, be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

#### **AUDITORS**

55. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall 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 of Directors. The auditor may not be a director, officer or employee of the Corporation without the consent of all members.

#### **BOOKS AND RECORDS**

56. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### **RULES AND REGULATIONS**

57. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be

confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

ENACTED this 9<sup>th</sup> day of November, 2000 AD

WITNESS the seal of the Corporation.