

COOPERATIVE ASSOCIATION ACT 1999

MEMORANDUM OF ASSOCIATION
OF
VANCOUVER COOPERATIVE RADIO

1. The name of the Association is Vancouver Cooperative Radio.
2. The Registered office of the Association will be situated in the City of Vancouver, Province of British Columbia
3. The business that the association is permitted to carry on is restricted to the following:
 - (a) To acquire, lease, own, establish, equip, maintain and operate radio broadcasting and transmission facilities for and on behalf of its members for the purposes of transmitting or receiving radio transmissions through the air;
 - (b) to carry on generally the activity of providing on behalf of its members and the community information, instruction, and amusement and any other sound whatsoever which may be transmitted by radio transmission from its facilities;
 - (c) to develop and encourage the education of individuals and organizations in the use of informational and communications media;
 - (d) to educated individuals and organizations in the media, production, facilities and resources in order to improve the quality of their lives and that of their community;
 - (e) to encourage the community in the development and production of arts, community education, public events and social and political concerns that affect their lives;
 - (f) to facilitate and encourage the means for maximizing participation of the community in activities and processes which affect their lives, both in the community and as members of the Co-operative Association.
4. The liability of the members is limited

COOPERATIVE ASSOCIATION ACT 1999

RULES OF
VANCOUVER COOPERATIVE RADIO

The rules of Schedule B of the Act shall not apply and the following are substituted therefor and constitute the Rules of the Association:

PRELIMINARY

1. “Special resolution” means a resolution passed by a majority of not less than three-quarters (3/4) of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

“Act” means the Co-operative Association Act; and “call”, “director”, “memorandum”, “officer”, and “rules” have the meaning respectively assigned to them by the Act. “Member in good standing” means a member who has paid the assessment for a particular year as determined by the members in general meeting or by the directors of the Association in accordance with Rule 6 and who otherwise complies with the requirements for membership in the Association.

MEMBERSHIP

2. (a) Any person over the age of sixteen (16) years old, and any corporate body and any association, society or other organization which is incorporated and having objects not in conflict with those of the Association, may be admitted to membership. Application for membership shall be made to the directors, accompanied by tender of payment in full for shares subscribed and membership shall be obtained subject to approval by the general meeting of the members. **Membership is effective on the day that the application for membership is approved.** If any application is refused by the membership the directors shall forthwith cause any tender of payment for shares subscribed to be returned to the applicant. The directors shall have the responsibility of keeping a record of the members of the Association. Each member shall be allotted one (1) share for membership in the Association. The Association may by special resolution from time to time vary the number of shares to be held pursuant to this Rules. No less than eighty (80%) per cent of the membership of the Cooperative shall be Canadian citizens.

(b) A group membership is a membership held in common by a group of two (2) or more persons over the age of sixteen (16). Individuals who hold a group membership are entitled to one (1) vote per group membership at the AGM.

WITHDRAWAL AND EXPULSION

3. (a) A member may withdraw from the Association and shall be entitled, on surrender of his/her certificate, to a refund of the whole amount paid up on his/her shares;

but the directors may withhold such refund for a period of not exceeding ninety (90) days from the date of application for withdrawal. The directors may also consent to a withdrawal in any other case where it seems just and equitable

(b) The directors shall have the power by vote of not less than seventy-five (75%) of the directors of the Association, all being present, at any duly constituted meeting of the directors to expel or suspend any member:

(i) whose conduct shall have been determined by the directors to be likely to endanger the interests or operations or community relations of the Association. or,

(ii) in the opinion of the directors, based on reasonable grounds, the member has breached a material condition of an agreement with the association, and has not rectified the breach within a reasonable time after receiving written notice to do so from the Association

No member shall be expelled or suspended without being notified of the charge or complaint against him/her beforehand, and without having been given an opportunity to be heard in person or by representative at a regularly constituted general meeting.

Members so expelled shall be entitled to a refund of the amount paid up on his/her share and shall not be again admitted to membership except by an extraordinary resolution of the Association.

(c) A member whose membership is terminated

(i) may appeal the termination in accordance with the Act, and

(ii) if he or she does so, the member continues to be a member of the Association, despite the resolution of the directors terminating the membership, unless the members at the general meeting to which the appeal is brought confirm the termination of membership by a simple majority.

(d) The right of appeal of a person whose membership in the Association is terminated for the reasons set above, is governed by the Act.

When a member withdraws from membership or a membership is terminated or ceases for any reason, all rights and privileges attached to membership cease except the right to require the Association to redeem the member's membership shares and, if applicable, investment shares.

The cessation of membership does not release the former member from any debt or obligation owed to the Association unless the instrument of debt or obligation states otherwise.

TRANSFER

4. A member in good standing may transfer his/her share with the approval of the directors, but they may refuse to assent to a transfer of any share not fully paid up on which the Association has a lien.

DEATH OR BANKRUPTCY

5 If a member dies or becomes bankrupt, or makes an assignment for the benefit of creditors, the directors may either register the person entitled to his/her share as a member or redeem the share by paying to the party entitled thereto the amount paid up on the share. **Notice to the Association of the death or bankruptcy of an individual member has the same effect as a notice of intention to withdraw.**

MEMBERSHIP SHARES

6. (a) All shares in the association shall be paid for in full in cash, and no part of the funds of the Association shall be employed in loans upon the security of its shares.

(b) The members in general meeting or the Directors may determine the amount of the annual assessment to be paid by each member in order to maintain membership in good standing and may direct that such assessment be payable by the members to the Community Radio Education Society or other charitable organization having objects relating to the expansion and encouragement of education in community broadcasting as the members may by special resolution approve.

7. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares, and a call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed.

8. If a call is not paid before or on the day appointed for payment thereof, the person from whom the call is due shall pay interest thereon at the rate of eight (8%) per centum from the day appointed for payment thereof to the time of the actual payment, but the directors shall be at liberty to waive payment of that interest wholly or in part.

9. No member shall receive any dividend or interest on any share which he/she holds.

10. Every person whose name is entered in the register of members shall without payment be entitled to a certificate under the seal of the Association, specifying the share held by him/her and the amount paid thereon. **No shares shall be issued or held jointly.**

LIEN

11. The Association shall have a lien on a member's share for a debt due to it by him/her, and such a lien shall extend to any dividend or interest credited to him/her in respect of such shares.

FORFEITURE OF SHARES

12. If a member fails to pay any call on the day appointed for the payment thereof, the directors may at any time thereafter serve a notice on him/her requiring payment within thirty (3) days from the date of the notice of so much of the call as is unpaid.

13. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

14. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

15. A person whose share has been forfeited shall be suspended from the Association until such time as he/she pays the money for the share or such time as the general membership deem fit.

TRANSFER OF SHARES

16. (a) The transfer of shares shall be effected from time to time and in such manner as the directors of the Association deem fit.

(b) Shares in the Association shall be transferred in the following form, or in any usual or common **written** form approved by the directors:

I, _____ of _____ in consideration of the sum of \$ _____ paid to me by _____, of _____ (hereinafter called the "transferee") do hereby transfer to the transferee my share in Vancouver Co-Operative Radio to hold unto the transferee, his executors, administrators, and assigns, subject to the several conditions on which I held the same at the time of the execution hereof; and I, the transferee, hereby agree to take the said share subject to the conditions aforesaid.

As witness our hands the _____ day of _____ 20____

(signature of witness)

(signature of transferor and transferee)

17. **A transfer of shares does not take effect until
(a) any lien of the Association on the shares has been satisfied,**

- (b) the transfer has been authorized by the directors, and
- (c) the name of the transferee is entered in the register of members or the register of investment shareholders.

GENERAL MEETINGS

18. The first general meeting shall be held in the third month from the date of incorporation at such time and place as the directors may determine.

19. An annual general meeting shall thereafter be held once in every year on a date not later than four (4) months after the end of the fiscal year of the Association on a day and at such hour and place as may be prescribed by the Association in general meeting, or in default, be determined by the directors.

20. The directors may, whenever they think fit, or shall, upon a written requisition signed by not less than one-fifth (1/5) in number of the members in good standing, call a special general meeting. A requisition shall set forth the object of the meeting and be deposited at the registered office. If the directors do not so within seven (7) days after the deposit of the requisition call the meeting, the requisitioners may themselves convene a meeting.

21. At least seven (7) days notice of every general meeting, specifying the place, the day, and the hour of the meeting, and in the case of special business, the general nature of that business, shall be given to every member in good standing.

22. No business shall be transacted at any general meeting or special meeting of the Association unless **ten per cent (10%)** of the members in good standing or forty (40) members in good standing, whichever is the lesser, are present in person at the time when the meeting proceeds to business and unless at all times not less than fifty per cent (50%) of persons at beginning of the meeting are personally present.

23. The chair person, or failing him or her, the vice-chair person, shall preside as chair person at every general meeting.

24. If there is no such chair person present within thirty (30) minutes after the time appointed for holding the meeting, or willing to act, the members in good standing present shall choose someone of their number to be chair person.

25. If, within one (1) hour from the time appointed for a general meeting, a quorum is not present, the meeting, if conveyed upon a requisition or by the directors, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and is at the adjourned meeting a quorum is not present within **1/2 hour** from the time appointed, the members in good standing present shall make such recommendations and take such action as they deem fit to effect a meeting. At the adjourned meeting and any subsequent meeting called, the directors, or members in good standing present shall give seven (7) days prior notice to all the members in good standing of the Association

26. The chair person may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

27. The order of business at a general meeting shall be at the discretion of the chair person, subject to ratification by the meeting.

VOTING

28. On a show of hands or on a poll, every member in good standing present in person shall have one (1) vote only. Member organizations shall have the right to designate one (1) vote. Organizational representatives may not carry additional votes as individual members.

29. In case of an equality of votes, (a) the chair of a general meeting is not entitled to a second or casting vote, and (b) the motion is lost.

30. No member in arrears with a call on his share may vote for directors or at any general meeting.

31. There shall be no proxy voting at any meeting, general or specific special of the Association.

32. An individual present and entitled to vote at a general meeting may demand that a poll be taken on any matter under consideration at that meeting either before or promptly after the vote by show of hands is taken.

33. (a) The result of the poll is deemed to be a resolution of the general meeting at which the poll is demanded.

(b) The person who demanded a poll may withdraw the demand before the poll is taken.

34. The chair must determine any dispute as to the admission or rejection of a vote given on a poll, and the chair's determination, made in good faith, is final and conclusive.

35. A poll demanded on a motion for adjournment must be taken immediately at the meeting.

36. A demand for a poll does not prevent the continuation of a general meeting for the transaction of any business other than the motion on which the poll has been demanded unless the chair orders otherwise.

37. The chair must declare to the general meeting the decision on every motion in accordance with the result of the show of hands or the poll, and that decision must be entered in the minutes of the meeting.

38. Unless a poll is required or demanded, a declaration by the chair that a motion has been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the general meeting is proof, in the absence of evidence to the contrary, of the fact without proof of the number or proportion of the votes recorded in favor of or against that motion.

39. Each ballot cast on a poll

(a) must be kept at the registered office of the Association for 3 months after the general meeting,

(b) during the period referred to in paragraph (a), must be open to inspection at the registered office of the Association during the Association's normal business hours by any member or proxy holder entitled to vote at the meeting from which the ballot and the proxy came, and

(c) may be destroyed at the end of the period referred to in paragraph (a).

DIRECTORS

40. The Association must have,

(a) in accordance with the Act, at least 3 directors, and

(b) not more than 7 directors.

The number of directors may be changed within the limits set out above by ordinary resolution of the members.

The board will bring an ordinary resolution to have the number of directors set at 9.

41. The first director shall be the persons appointed by the subscribers to this memorandum, and shall hold office until the first general meeting.

42. At the first general meeting there shall be elected one-third (1/3) of the directors for a one (1) year term, one-third (1/3) of the directors for a two (2) year term, and one-third (1/3) of the directors for a three (3) year term. At each annual general meeting thereafter, one-third (1/3) of the directors shall retire and there shall be an election by the membership of the Association to fill the vacancies left by the retiring one third (1/3) of the directors. After the first general meeting the directors shall hold terms for a three (3) year period except in the case of a community director who shall hold term for one (1) year only. Any casual vacancies shall be filled by the directors within one (1) month of the vacancy subject to the ratification of the membership and up to the next annual general meeting. No more than three (3) vacancies of the directorship may be filled by the existing directors. If there are more than three (3) vacancies on the board of directors, the existing directors shall call a general meeting to fill any other vacancy.

43. (a) Every director must be a member in good standing of this Association and hold one (1) share and shall be actively involved in the activities of this Association for at least six (6) months prior to his/her election, except in the case of a maximum of two (2)

directors at any one time who may sit as community directors. At least eighty (80%) per cent of the board of directors shall be Canadian citizens. **In addition to the qualifications required by the Act, the majority of directors must be individuals who are not employees of the Association.**

(b) A community director shall:

- (i) be a member in good standing of the Association and hold one share
- (ii) hold term for one year only
- (iii) be recommended to the membership by the nominating committee of the Board of Directors
- (iv) be elected by the membership at a general meeting
- (v) not be appointed by the Board of Directors to fill any casual vacancy that may occur
- (vi) be eligible to stand for election as a regular director following his/her one(1) year term as a community director

44. The Association may, by **Special** resolution, remove any director before the expiration of his/her term of office, and may appoint another person in his stead.

45. The office of director shall be vacated if the Director:

- (a) ceases to be a member in good standing or to hold one (1) share;
- (b) is concerned or participates in the profits of any contract with the Association;
- (c) is absent from three (3) consecutive regular meetings of the directors without the consent of the directors:

provided that no director shall vacate his office by reason of his being a member of any company which has entered into contracts with or done any work for this Association; but the director shall disclose the fact of such membership to the other directors and shall not vote in respect of any such contract or work, and if he does so vote, his vote shall not be counted. Not more than fifty (50%) per cent of the directorship shall be made up of persons who receive regular remuneration from the Association.

46. The directors shall elect a chair person and a vice-chair person from their number.

47. The directors may delegate any of their powers to committees consisting of such member or members as they think fit. All committee meetings shall be open to the membership of the Association. The directors may create such committees of the membership as they think fit.

48. The directors shall cause minutes to be made in books provided for the purpose:

- (a) of all appointments of officers;

(b) of the names of the directors present at each meeting of directors or committees;

(c) of all resolutions and proceedings at all meetings of the Association, the directors, or any committee.

49. All meetings of the directors shall be open to all members in good standing of the Association provided that the directors may meet in camera with respect to personnel matters including matters concerning union negotiations affecting its paid staff. The board of directors shall have the power to formulate and implement the policy of the Association and to co-ordinate the activities of the Association in conjunction with the direction of the membership and to hire and fire employees of the Association and to determine the breadth and scope of responsibility and remuneration of the employees and generally to take such steps in the carrying out of the jobs of the Association as they deem advisable.

50. The directors shall cause proper registers of the members in good standing and directors to be kept at the registered office, and shall in all other respects duly comply with the Act or any statutory modification thereof for the time being in force.

51. The board of directors shall receive no remuneration for their services. They will be reimbursed for all monies of their own spent by them in carrying out their duties as directors of the Association.

52. All meetings of the directors shall be held in the province, and the quorum necessary for the transaction of business will be and shall not be less than one-half (1/2) of the directors.

53. (a) A resolution of the directors may be passed without a meeting in accordance with the Act and these Rules.

(b) A resolution referred to in Rule 53 (a) is effective from the date specified in the resolution, but that date must not be before the day on which the last director consents in writing to the resolution.

(c) For the purposes of a resolution referred to in Rule 53 (a), written consent may be provided by telegram, telex, facsimile transmission or any other method of transmitting legibly recorded messages.

(d) A director may participate in a meeting of the directors or of any committee of the directors by means of telephone or other communications medium in accordance with the Act.

54. The chair person shall be responsible for calling at least one (1) board of directors meeting every three (3) months. The chair person shall be responsible for the assembly of an agenda for each meeting based upon suggestions from board members, staff or general members. Unscheduled board meetings may be called by the chair person if a written request for such meeting is made to him/her and signed by two (2) or

more board members. Such a meeting must be held not later than five (5) days upon receipt of a written request.

FINANCIAL

55. Every officer of the Association having receipt or charge of money shall, before entering upon his/her duties, give such security as may from time to time be deemed necessary by the directors.

56. The directors shall invest and deal with any part of the funds of the Association not immediately required in such manner as they shall see fit.

57. The directors may, at their discretion, raise or borrow money for the purposes of the Association and secure payment thereof in any manner which they see fit whether by charge upon any or all of the assets of the Association, both real or personal, present or future, or otherwise, PROVIDED that if any security proposed to be given in the exercise of this power is intended to charge the whole or substantially the whole of the undertaking of the Association, this power shall not be exercised by the directors without the authority of an extraordinary resolution of the membership of the Association.

Subject to any limitations adopted by the directors, and this memorandum, the directors may invest the funds of the Association in the manner they consider appropriate.

The directors must not invest any of the funds of the Association over \$50,000 at any one time without the prior approval by special resolution of the members or unless the money is to be invested in a security or class of securities in which trustees are permitted to invest trust funds under the *Trustee Act*.

The Association must not provide loans on the security of its shares.

58. The directors shall cause true accounts to be kept:

(a) of all sums of money received and expended and the matter in respect of which such receipt and expenditure takes place; and

(b) of the assets and liabilities of the Association.

59. The books of accounts shall be kept at the registered office of the Association, and may for temporary purposes be kept at such other place or places as the directors think fit, and shall at all reasonable times be open to the inspection of the directors and members.

60. One (1) or more auditors shall be appointed by the Association at its first general meeting and at every annual general meeting thereafter, but a casual vacancy in the office of auditor may be filled up by the directors. No director or officer may be appointed or act as auditor.

61. At every annual general meeting the directors shall cause to be laid before the Association the profit and loss account and balance sheet prepared by the directors in accordance with the Act for the period to the 31st day of August last preceding, and cause to be read their report and the auditors' report thereon, all of which shall be supplied free of charge with a copy of such balance sheet upon request.

62. Surplus earnings remaining in the hands of the Association at the end of any fiscal year shall be reinvested in the activities of the Association, in accordance with the objectives of the Association.

63. The directors must apply surplus funds arising from the operation of the Association in a financial year as follows:

- (a) first, to the reserves;
- (b) next, to retire all or a portion of any deficit previously incurred by the Association, as the directors determine is appropriate;
- (c) last, to patronage returns or dividends as recommended by the directors.

64. The directors must set aside as reserves for meeting contingencies at least 10% of the surplus funds arising from the operations of the Association in each financial year until those reserves are equal to the following percentages of paid up share capital at the date of apportionment under Rule 63:

- (a) if the paid up share capital is \$25 000 or less, 30%;
- (b) if the paid up share capital is greater than \$25 000 but not greater than \$50 000, 20%;
- (c) if the paid up share capital is greater than \$50 000 but not greater than \$100 000, 10%;
- (d) if the paid up share capital exceeds \$100 000, the percentage, if any, determined by resolution of the members.

65. Subject to the Act and these Rules, reserves must be available to meet contingencies and until required for that purpose may be employed in any manner the directors consider appropriate.

66. All reserves set aside pursuant to the requirements of the Act and the provisions of these rules shall be applicable for meeting general or specific contingencies and pending such application may, at the discretion of the directors, either be employed in the activities of the Association or be invested in such manner as the Act permits and the directors deem advisable.

67. Upon the winding up of the Association or bankruptcy of the Association the assets of the Association shall be given or sold to another Association, society, corporation, whether incorporated or not, having similar objects to this Association.

REGISTER OF MEMBERS

68. The Association must keep and maintain a register of members in good standing and must enter the following in the appropriate register:

- (a) the names and addresses of the members in good standing and the amount paid on each membership share;
- (b) the date on which the name of any person was entered in the register as a member in good standing;
- (c) the date on which any person ceased to be a member in good standing;

Entry of the information referred to in rule 68 in the register of members in good standing is evidence of the facts stated.

DISPUTES

69. A dispute that under the Act may be submitted for arbitration must be referred to an arbitration committee of 3 members of the Association in accordance with this Part.

70. (a) An arbitration must be commenced in accordance with the Act.

(b) If notice is provided to a director, that director must promptly provide the Association with a copy of the notice.

71. Within 14 days of receipt of a notice, the president of the Association and the other party must each nominate one member of the Association as a member of the arbitration committee, and the third member must be appointed by the 2 nominated members.

72. If for any reason an arbitration committee has not been appointed within 6 weeks after the first member is nominated to the committee, on application by a party, the Supreme Court of British Columbia may appoint the members of the arbitration committee not appointed under Rule 82.

73. Disputes that have arisen between the Association or a director and different parties may be heard in one arbitration if

- (a) the disputes are similar, and
- (b) all parties agree on the appointment of the arbitration committee and the steps to be taken to consolidate the disputes into the one arbitration.

74. (a) Subject to these Rules, the arbitration committee may conduct a hearing in the manner it considers appropriate, but each party must be treated fairly and must be given full opportunity to present its case.

(b) Each party to the dispute must submit to the arbitration committee a written statement describing the nature of the dispute and a summary of the evidence the party intends to present at the hearing.

(c) The arbitration committee must hold a hearing as soon as possible at a location that is convenient to both parties.

(d) The arbitration committee may determine whether the hearing is open to all members of the Association.

(e) Each party to the dispute must attend the oral hearing, if any, and may be represented by another person including a lawyer.

(f) If both parties agree, the hearing may consist of an exchange of written statements or any other procedure.

75. A party to the dispute is a compellable witness at an oral hearing. Witnesses at an oral hearing must:

(a) respond fully to questions asked by members of the arbitration committee, and

(b) produce all relevant records that the arbitration committee may require.

Each party may present or rebut evidence and may examine or cross-examine witnesses at an oral hearing.

The arbitration committee is not bound by the rules of evidence and may admit as evidence any oral testimony or any record that the arbitration committee considers is credible or trustworthy and relevant to an issue in dispute between the parties.

76. The arbitration committee may make whatever decision it considers just having regard to the Act, the regulation, the memorandum of the Association, these Rules and the evidence presented by the parties. The decision must be in writing and signed by each member of the arbitration committee. Within 4 weeks of the date of the decision, the arbitration committee may vary a decision to correct a clerical or typographical error or omission, or a similar type of error or omission.

77. Parties to an arbitration must bear their own costs.

NOTICES

78. Unless otherwise specified in the Act or these Rules, any notice required to be given to a director, member or any other person must be in writing and is sufficiently given if it is

- (a) delivered personally,
- (b) delivered to the person's last known address, as recorded in the Association's register of members or other record of the Association,
- (c) mailed by prepaid mail to the person's last known address, as recorded in the Association's register of members or investment shareholders or other record of the Association,
- (d) sent to the person by facsimile transmission to a telephone number provided for that purpose
- (e) placed as an advertisement in two (2) major newspapers in general circulation in the Lower Mainland of British Columbia or
- (f) sent by email
- (e) served in accordance with these rules.

79. Unless otherwise specified in the Act or these Rules, any notice required to be given to the Association must be in writing and is sufficiently given if it is

- (a) delivered to the registered office of the Association,
- (b) mailed to the registered office of the Association by prepaid mail,
- (c) sent by facsimile transmission to a telephone number provided for that purpose, or
- (g) served in accordance with the Act.

80. A notice given in accordance with Rules 89 (b) or 90 (a) is deemed received when it is delivered. A notice given in accordance with Rules 89 (c) or 90 (b) is deemed received on the second day, not including Saturday and holidays, after the date of mailing. A notice given in accordance with Rules 89 (d) or 90 (c) is deemed to be received at the time the notice is sent by facsimile.

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

82. If a mailed notice is returned on two consecutive occasions because the intended recipient cannot be found, the Association is not required to give any further notices to that intended recipient until the intended recipient informs the Association in writing of his or her new address.

83. The accidental omission to give a notice to, or the non-receipt of a notice by, a member, director, officer, auditor or member of a committee of the board, or an error in a notice that does not affect the substance of it, does not invalidate any action taken at a meeting held in accordance with, or otherwise founded on, that notice.

84. A person who, by operation of law, transfer, death of a member, or any other means, becomes entitled to a share in the Association, is bound by every notice in respect of the share that has been duly given to the member from whom that person derives title to the share before the person's name and address were entered on the register of members or investment shareholders and before the person furnished the Association with the proof of authority or evidence of the person's entitlement.

SERVICE OF DOCUMENTS

85. A notice or other document required by the Act to be served by the Association may be served by:

- (a) mailing it by registered mail to the last known address of the intended recipient, as recorded in the Association's register of members or investment shareholders or other record of the Association, or
- (b) personal service.

A notice or other document served under subsection (a) above is deemed received on the second day, not including Saturday and holidays, after the date of mailing.

86. A document or other record may be served on an association by

- (a) leaving it at, or mailing it by registered mail to, the registered office of the association as recorded under this Act, or
- (b) personally serving a director or officer of the association.

THE SEAL

87. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the directors or of the Association, and in the presence of the president and the secretary or such other persons as the directors may appoint for the purpose; and these persons affixing the seal shall sign every instrument to which the seal of the Association is so affixed in their presence.

88. The directors shall provide for the safe custody of the seal of the Association, which shall be deposited at its registered office.

ALTERATION OF RULES

89. These rules may only be altered or added to by **special resolution**.

90. Each member in good standing on being registered shall be furnished on his/her request and on payment of **two (2) dollars**, with a copy of the Memorandum and Rules of the Association.

CAPITAL

91. The capital of the Association consists of an unlimited number of shares of two (\$2.00) dollars each.

We, the several persons whose names, addresses, and occupations are subscribed, desire to be formed into an incorporated Association under the above Rules, and respectively agree to take the number of shares set opposite our respective names.

Dated this ____ day of _____, A.D. 20____

FULL NAMES, Addresses and Occupations of subscribers Number of shares