

BY-LAWS
of
DRAGON BOAT CANADA / BATEAU-DRAGON CANADA

1. DEFINITIONS

- 1.1. **Act** means the *Canada Corporations Act* and any act that may be substituted therefore, as from time to time amended.
- 1.2. **Board** means the board of Directors of DBC.
- 1.3. **By-laws** means this by-law and all other by-laws of DBC from time to time in force and effect.
- 1.4. **Club** means an organization consisting of a group of individuals formed under an identifiable name that promotes ongoing training and dragon boat racing by its members.
- 1.5. **Committee** means a group of two or more individuals delegated to perform such duties pursuant to Article 14 of this By-law.
- 1.6. **DBC** means Dragon Boat Canada / Bateau-Dragon Canada.
- 1.7. **Director** means a director of DBC.
- 1.8. **Member** means a member of DBC of any class.
- 1.9. **Meeting of Members** means an annual Meeting of Members or a special Meeting of Members.
- 1.10. **Minister** means the Minister as defined under the Act.
- 1.11. **Officer** means an officer of DBC.
- 1.12. **Region** means any one of the following regions of Canada:
- (a) **Western Region** – British Columbia, Alberta, Saskatchewan, Yukon Territory and Northwest Territories.
 - (b) **Central Region** – Manitoba, Ontario and Nunavut.
 - (c) **Eastern Region** - Quebec, Newfoundland and Labrador, Nova Scotia, New Brunswick and Prince Edward Island.
- 1.13. **Voting Member Representative** means (i) in the case of a Club, an individual who is an Individual Member with power to contract under law and designated by a Club to represent the Club at Meetings of Members, and (ii) in the case of all other categories of membership,

an individual with power to contract under law and designated by such Member to represent such Member at Meetings of Members.

2. CORPORATE SEAL

2.1. **Seal.** The seal of DBC shall be in such form as shall be prescribed by the Board.

3. HEAD OFFICE

3.1. **Location.** The head office of DBC shall be in the Province of Ontario, at such place therein as the Board may from time to time determine.

4. MEMBERSHIP

4.1. **Classes and Categories of Members.** Membership in DBC shall be divided into two classes of Members: voting Members and non-voting Members. Voting Members shall be divided into two categories as follows:

- (i) **Club:** a dragon boat racing club comprised of a minimum of 18 Individual Members; and
- (ii) **Festival:** an individual, corporation, unincorporated organization or other person that owns or organizes a dragon boat festival or racing event in Canada.

Non-voting Members shall be divided into three categories as follows:

- (iii) **Individual:** an individual, including a paddler, coach, official, steersperson or supporter;
- (iv) **Corporate:** an individual, corporation, unincorporated association or other person, including a dragon boat club (other than a Club Member), a sport association, a business involved in the sport of dragon boat racing or a sport activity centre, interested or involved in furthering or promoting the objects of DBC; which category may be divided into sub-categories; and
- (v) **Honourary:** an individual, corporation, unincorporated organization or other person designated as such by the Board.

Non-voting Members shall have the right to participate in the activities of DBC, to receive notice of, to attend and to be heard at all Meetings of Members provided, however, that non-voting Members shall not have the right to vote at any Meeting of Members.

4.2. **Application for Membership.** Except as provided in Article 4.3, candidates for membership shall apply to DBC in writing by submitting to the head office of DBC a written application for membership accompanied by the appropriate membership fee (if any) for the current year. A candidate for membership shall become a Member only upon approval of the candidate's application by the Board.

- 4.3. **Honourary Membership.** The Board may designate a person as an Honourary Member provided the person has first advised DBC in writing of such person's consent to be so designated.
- 4.4. **Directors and Officers Shall be Members.** As a condition of accepting the office of Director or Officer, a Director or Officer shall be an Individual Member in good standing. A Director or Officer shall remain an Individual Member in good standing until such Director or Officer ceases to be a Director or Officer.
- 4.5. **Membership Fees.** The annual fee for each type of membership shall be recommended to the annual Meeting of Members by the Board. If the recommendation is not approved at the annual Meeting of Members, the annual fee for each type of membership will remain unchanged. The annual fee for Clubs and Festivals shall be payable to DBC no later than May 1 of each year. The annual fee for each other category of membership shall be payable no later than May 30 of each year, or such other date as may be determined by the Board.
- 4.6. **Termination of Membership by DBC.** DBC may terminate the membership of any Member:
- (a) whose membership fee remains unpaid for more than 30 days from the due date, or
 - (b) who fails to meet the criteria of the membership category as set out in Article 4.1, or
 - (c) who breaches the letters patent of DBC or By-laws; or
 - (d) who seriously breaches DBC's Rules of Racing or any other policy or protocol of DBC;
or
 - (e) who breaches DBC's anti-doping policy; or
 - (f) who continually and persistently makes late payment of moneys owing to DBC; or
 - (g) whose conduct is deemed by DBC to be unsporting or which brings, or may bring, the sport of dragon boating into disrepute.
- 4.7. **Ceasing to be a Member.** Any Member shall cease to be a Member:
- (a) upon receipt by DBC of a resignation in writing (sent to the head office of DBC by letter, facsimile transmission or e-mail); or
 - (b) on the dissolution of a Member organization (in the case of a Member who is not an individual); or
 - (c) in the case of an Honourary Member, by a majority vote of the Board.
- 4.8. **Transferability.** Membership in DBC shall not be transferable.

5. MEETINGS OF MEMBERS

- 5.1. **Annual Meetings:** DBC shall hold an annual Meeting of Members one every calendar year and not more than fifteen (15) months after the holding of the last preceding annual Meeting of Members. The annual Meetings of Members shall be held at the head office of DBC or at any place within Canada as the Board may determine on such day and time as the Directors shall appoint.
- 5.2. **Business at Annual Meetings:** At every annual Meeting of Members, in addition to any other business that may be transacted, there shall be presented the report of the Directors and the financial statements (together with the report of the auditors thereon), Directors shall be elected for the ensuing year and auditors shall be appointed for the ensuing year.
- 5.3. **Special Meetings.** Other Meeting of Members shall be known as “special” Meetings of Members and may be convened by the Board or the President at any time. The Board shall call a special Meeting of Members on requisition of either: (i) one-third (1/3) of the Voting Members; or (ii) two-thirds (2/3) of the Voting Members of any one Region. A requisition must be in writing, signed by or on behalf of the requisite number of Members, and sent to the head office of DBC.
- 5.4. **Notice of Meetings.** At least thirty (30) days’ advance notice shall be given to each Member of any Meeting of Members. Notices of Meetings of Members shall be in writing and sent by mail, facsimile transmission, or e-mail. Notice of any Meeting of Members where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. The Secretary shall forward with each notice of meeting to a Voting Member, a form of proxy, and remind the Voting Members of their right to vote by proxy. If the Meeting of Members is a Meeting of Members at which Directors are to be elected or appointed, the Secretary shall forward with each notice of meeting to a Voting Member, a nomination form for the office of Director.
- 5.5. **Quorum.** Ten percent (10%) of the Clubs present in person at a Meeting of Members or represented by proxy shall constitute a quorum. At any Meeting of Members at which a Festival Director is to be elected, ten percent (10%) of the Festival Members present at such Meeting of Members or represented by proxy shall constitute a quorum for that purpose
- 5.6. **Voting.** Votes shall be cast solely by Voting Member Representatives. Voting Members shall have the number of vote set forth below:
- (a) Each Club shall have the number of votes in relation to the number of Individual Members in good standing registered with DBC at least thirty (30) days before the date of the Meeting of Shareholders as follows:
 - 18 to 30 Individual Members – 1 vote
 - 31 to 100 Individual Members – 2 votes
 - 101 to 200 Individual Members – 3 votes
 - 201 to 300 Individual Members – 4 votes
 - 301 or more Individual Members – 5 votes.
 - (b) A Club’s vote(s) shall be cast as a block; no split votes from one Club shall be allowed.

- (c) Each Festival Member shall have one (1) vote solely for the election or appointment of the Festival Director.

5.7. **Proxies.**

- (a) A Club may vote by proxy at any Meeting of Members, provided that:

- (i) the proxy is in writing; and
- (ii) the proxy appoints as proxyholder the Director designated by DBC who is from the same Region as such Voting Member.

- (b) A Festival may vote by proxy for the election or appointment of the Festival Director, provided that:

- (i) the proxy is in writing; and
- (ii) the proxy appoints as proxyholder another Festival Member in good standing who is present at such Meeting of Members.

- 5.8. **Simple Majority.** A majority of the votes cast by the Voting Members present in person or represented by proxy shall determine each question at Meetings of Members unless the Act or the By-laws provide otherwise. Voting at Meetings of Members shall be by show of hands unless a secret ballot is requested by any Voting Member.

- 5.9. **Error in Notice.** No error or omission in giving notice of any Meeting of Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any Meeting of Members and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, for any Meeting of Members or otherwise, the mailing address, fax number or email address shall be the last address recorded on the books of DBC.

6. APPOINTMENT / ELECTION OF DIRECTORS

- 6.1. **Number of Directors:** The Board shall consist of a minimum of three (3) and a maximum of eleven (11) Directors, (i) three (3) of whom shall be from each of the three Region, (ii) one of whom shall be designated the Festival Director, and (iii) one of whom shall also be the President. Directors must be individuals, 18 years of age or more, with power under law to contract.

6.2. **Election of Directors:**

- (a) Directors shall be appointed or elected by the Members at every annual Meeting of Members. The Festival Director and two Directors from each Region shall be appointed or elected in even years, and the President and one Regional Director from each Region shall be appointed or elected in odd years.

- (b) Before each annual Meeting of Members, Clubs from each Region may nominate an individual for election as a Director to represent that Region by submitting a completed nomination form to DBC. For a nomination to be valid, it must be received by DBC no later than ten (10) days before the date of the annual Meeting of Members. Clubs from that Region who are represented at the annual Meeting of Members shall be entitled to nominate from the floor additional Individual Members in good standing from that Region for election as Directors. Clubs from that Region will then elect from among all individuals nominated for election as a Director for that Region, the number of Directors equal to the number of vacant positions on the Board for that Region.
- (c) Before each annual Meeting of Members at which a Festival Director is to be elected or appointed, any Festival Member may nominate an individual for the office of Festival Director by submitting a completed nomination form to DBC. For a nomination to be valid it must be received by DBC no later than ten (10) days prior to the date of the annual Meeting of Members. Festival Members who are represented at the annual Meeting of Members at which a Festival Director is to be elected or appointed shall be entitled to make nominations from the floor. Festival Members will then elect the Festival Director from among all individuals nominated for such office.

6.3. **Ceasing to be a Director.** A Director shall automatically cease to hold office:

- (a) if the Director resigns by delivering a written resignation to DBC at its head office (by mail, facsimile transmission or email), which resignation shall be effective upon receipt by DBC; or
- (b) if the Director is found by a court to be of unsound mind; or
- (c) if the Director is removed by resolution of the Voting Members under Section 6.5; or
- (d) if the Director becomes bankrupt; or
- (e) if the Director ceases to be an Individual Member in good standing; or
- (f) on death.

6.4. **Filling a Vacancy.** If a vacancy on the Board occurs for any reason set out in Article 6.3 before the next annual Meeting of Members, the Board may, if it sees fit to do so, fill the vacancy by appointing a replacement Director. The replacement Director shall hold office until expiry of the term to which the predecessor Director had been elected or appointed.

6.5. **Removal of Director.** Clubs may, by resolution passed by at least two-thirds (2/3) of the votes cast by Members from the Region present in person or represented by proxy at a Meeting of Members, remove their Region Director from office before the expiration of the Director's term, and may elect any qualified person in the Director's stead for the remainder of the term. The Festival Members may, by resolution passed by at least two thirds (2/3) of the votes cast by Festival Members present in person or represented by proxy at a Meeting of Members, remove the Festival Director from office before the expiration of the Festival Director's term, and may elect any qualified person in the Festival Director's stead for the remainder of the term.

7. RIGHTS AND RESPONSIBILITIES OF DIRECTORS

- 7.1. **Management.** The property and business of DBC shall be managed by the Board.
- 7.2. **No Remuneration.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the Director's position as such; provided that a Director may be reimbursed for reasonable expenses incurred by a Director in the performance of the Director's duties. This section shall not be construed to preclude any Director from serving DBC as an Officer or in any other capacity and receiving compensation therefor.
- 7.3. **Administer Affairs of Corporation.** The Board may administer the affairs of DBC in all things and make or cause to be made for DBC, in its name, any kind of contract which DBC may lawfully enter into and, except as provided below, may exercise all such other powers and do all such other acts and things as DBC is by its charter or otherwise authorized to exercise and do.
- 7.4. **Expenditures.** The Board shall have power to authorize expenditures on behalf of DBC from time to time and may delegate by resolution to an Officer the right to employ and pay salaries to employees. The Board 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 interests of DBC in accordance with such terms as the Board may prescribe.
- 7.5. **Grants.** The Board shall take such steps as it may deem appropriate to enable DBC 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 DBC.
- 7.6. **Agents.** The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment or as may be subsequently determined by the Board.
- 7.7. **Fixing Remuneration of Officers, Committee Members and Others.** Remuneration (if any) for all Officers, agents, employees and Committee members shall be fixed by resolution of the Board. If a resolution is passed to pay remuneration to an Officer, agent, employee or Committee member who is also a Director, such resolution shall have force and effect only until the next annual Meeting of Members when such resolution shall be approved by the Member Clubs. In the absence of such approval, the remuneration to such Officer, agent, employee or Committee member shall cease to be payable from the date of the annual Meeting of Members.

8. DIRECTORS' MEETINGS

- 8.1. **Place of Meetings.** Meetings of the Board may be held either at the head office of DBC or at any place within Canada. The President or any three Directors shall have the power to call, at any time, a meeting of the Board, provided at least ten (10) days' advance written notice is given to all Directors and to DBC, as the case may be, by mail, facsimile transmission or e-mail.

- 8.2. **Notice of Meeting.** Except where a meeting of the Board is called by three (3) Directors in accordance with Article 8.2, the Secretary shall send a written notice of a meeting of the Board at least ten (10) days before the meeting, by mail, facsimile transmission or e-mail.
- 8.3. **Error in Notice.** No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.4. **Attendance by Teleconference.** The Directors may hold a meeting by teleconference facilities provided each Director can hear and communicate adequately with all other participants. A Director participating in a meeting of Directors by means of teleconference is deemed to be present at the meeting.
- 8.5. **Quorum and Voting.** A majority of the Directors present at a meeting of the Board shall constitute a quorum at such meeting. Each Director at a meeting shall have one (1) vote on all questions to come before the meeting. A simple majority of the votes cast by the Directors present shall determine all questions in meetings unless the Act or the By-laws provide otherwise. In case of an equality of votes cast by the Directors, the chairperson of the meeting shall be entitled to cast the deciding vote.

9. OFFICERS

- 9.1. **Officers:** The Officers shall be a President, a Vice-President for each Region, Secretary, Treasurer and any such other Officers as the Board may determine. Any two offices may be held by the same person.
- 9.2. **Election or Appointment of President:** The President shall be elected by the Clubs at an annual Meeting of Members in accordance with Section 6.2. If the Clubs fail to elect a President, or waive their right to do so, then a President shall be appointed by resolution of the Board.
- 9.3. **Appointment of Other Officers.** Officers other than President shall be appointed by resolution of the Board.
- 9.4. **Length of Office.** An Officer shall hold office from the date of appointment until the office is vacated or until a successor is appointed or elected.
- 9.5. **Removal from Office.** Officers, except the President if elected by the Clubs, shall be subject to removal at any time by resolution of the Board. The President, if elected by the Clubs, may be removed from office by resolution passed by a majority of the votes cast by Members present at a Meeting of Members.
- 9.6. **Officer Vacancies.** The office of an Officer shall be automatically vacated:
- (a) if the Officer delivers a written resignation to DBC, which resignation shall be effective upon receipt by DBC;
 - (b) if the Officer is found by a court to be of unsound mind;

- (c) if the Officer becomes bankrupt; or
- (d) if the Officer ceases to be an Individual Member in good standing; or
- (e) on death.

9.7. **Remuneration.** The remuneration (if any) for all Officers shall be fixed by resolution of the Board.

10. DUTIES OF OFFICERS

10.1. **President.** The duties of the President shall include:

- a) to exercise general oversight over the affairs of DBC;
- b) to conduct the day-to-day general management of DBC;
- c) to see that resolutions of the Board are carried into effect; and
- d) to preside at meetings of the Board and Meetings of Members.

10.2. **Regional Vice-Presidents.** The duties of the Regional Vice-President shall include:

- (a) to perform one or more of the duties of President in the absence or disability of the President; and
- (b) to act as DBC's representative in the Region.

10.3. **Secretary.** The duties of the Secretary shall include:

- (a) to attend and be secretary at all Meetings of Members and meetings of the Board, record votes at all meetings, and enter or cause to be entered into the records kept for that purpose all minutes of all proceedings and resolutions adopted;
- (b) to give or cause to be given notice of all Meetings of Members and meetings of the Board;
- (c) to be custodian of the Seal, which the Secretary shall deliver only when authorized by a resolution of the Board to do so and to such person as may be named in the resolution; and
- (d) to maintain the register of Members.

10.4. **Treasurer.** The duties of the Treasurer shall include:

- (a) to oversee and maintain the operation of DBC's bank account(s), and to have the custody of the funds and securities of DBC;
- (b) to keep full and accurate accounts of the all assets, liabilities, receipts and disbursements of DBC in the books belonging to DBC;
- (c) to render to the President and Directors at any meeting of the Board, or whenever otherwise required, an accounting of the transactions and a statement of the financial position of DBC; and
- (d) to disburse funds of DBC as may be authorized or directed by the Board.

10.5. **Other Duties.** An Officer shall have such other duties as may from time to time be directed by the Board.

10.6. **Delegation of Duties.** If any Officer is absent or unable to act, or for any other reason that the Directors deem sufficient, the Directors may delegate all or any of the duties and powers of such Officer to any other Officer or Director for such period as the Directors deem necessary.

11. INDEMNITIES TO DIRECTORS AND OTHERS

11.1. **Indemnities:** Every Director or Officer and his or her heirs, executors and administrators shall, at all times, be indemnified and saved harmless out of the funds of DBC, from and against:

- (a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against the person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the person, in or about the execution of the duties of the person's office or in respect of any such liability; and
- (b) all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the person's own wilful neglect or default.

12. EXECUTION OF DOCUMENTS

12.1. **By the President or Two Officers:** Contracts, documents or any instruments in writing requiring the signature of DBC, shall be signed by either (i) the President alone, (ii) any two Directors together, (iii) any one Director and any one Officer together; or (iv) any two Officers together, and all contracts, documents and instruments in writing so signed shall be binding upon DBC without any further authorization or formality.

12.2. **Specific Documents:** The Directors may from time to time by resolution appoint a Director, Officer or Committee member on behalf of DBC to sign specific contracts, documents and instruments in writing.

- 12.3. **Power of Attorney:** The Directors may give DBC's power of attorney to any registered dealer in securities for the purpose of transferring or otherwise dealing with any stocks, bonds, and other securities of DBC.
- 12.4. **Affixing the Seal:** The Seal, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Director, Officer or Committee member appointed by resolution of the Board.

13. EXECUTIVE COMMITTEE

- 13.1. **Composition of Executive Committee.** There may be an Executive Committee composed of the President, the Vice-Presidents of each Region, and any other person who shall be appointed by the Board. The Executive Committee shall exercise such powers as are authorized by the Board. Any Executive Committee member may be removed by a majority vote of the Board.
- 13.2. **Meetings of Executive Committee:** Meetings of the Executive Committee shall be held at any time and place to be determined by the members of such Committee provided that ten (10) days' advance written notice of such meeting is given to all members of the Committee and to DBC by mail, facsimile transmission, or e-mail.
- 13.3. **Error in Notice.** No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any Executive Committee member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 13.4. **Attendance by Teleconference.** Members of the Executive Committee may hold a meeting by teleconference facilities provided each such Executive Committee member can hear and communicate adequately with all other participants. An Executive Committee member participating in a meeting of the Executive Committee by means of teleconference is deemed to be present at the meeting.
- 13.5. **Quorum and Voting.** Two-thirds (2/3) of the members of the Executive Committee present at a meeting shall constitute a quorum at such meeting. Each Executive Committee member shall be entitled to cast one (1) vote at each meeting. A simple majority of the votes cast by the members present shall determine the questions in meetings unless the Act or the By-laws provide otherwise.

14. OTHER COMMITTEES

- 14.1. **Appointment.** The Board may appoint Committees whose members will hold their offices at the will of the Board. The Directors shall determine the duties of such Committees.
- 14.2. **Remuneration.** The remuneration (if any) for all Committee members shall be fixed by the Board by resolution.

15. FISCAL YEAR

- 15.1. **Fiscal Year End:** Unless otherwise determined by the Board the fiscal year end of DBC shall be December 31.

16. AMENDMENT OF BY-LAWS

- 16.1. **Procedure for Amendment.** The By-laws not embodied in the letters patent may be repealed or amended by resolution enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Voting Members at a Meeting of Members duly called for the purpose of considering said resolution, provided that the repeal or amendment of a By-law relating to the requirements of subsection 155(2) of the Act shall not be enforced or acted upon until the approval of the Minister has been obtained.

17. AUDITOR

- 17.1. **Appointment.** The Voting Members shall at each annual Meeting of Members appoint an auditor to audit the accounts of DBC for report to the Members at the next annual Meeting of Members. The auditor shall hold office until close of the next annual Meeting of Members 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. The auditor shall report to the Members at each annual Meeting of Members. The auditor shall not be a Director, Officer or employee of DBC.

18. BOOKS AND RECORDS

- 18.1. **Keeping of Records.** The Directors shall ensure that all necessary books and records of DBC required by the Act, the By-Laws and any applicable statute or law are regularly and properly kept.

19. RULES AND REGULATIONS

- 19.1. **Prescribed by Board.** The Board may prescribe such rules and regulations not inconsistent with the By-Laws relating to the management and operation of DBC as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual Meeting of Members when they shall be confirmed, and failing such confirmation at such meeting shall at and from that time cease to have any force and effect.

20. INTERPRETATION

- 20.1. **Interpretation.** In this By-law and in all other by-laws hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa, and references to persons shall include individuals, firms, corporations and unincorporated groups or associations.

21. EFFECTIVE DATE

- 21.1. **Repeal of Previous By-laws.** All previous by-laws are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done of right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.
- 21.2. **Coming into Force.** This By-law shall come into force when confirmed by the Members in accordance with the Act and upon approval by the Minister.