

TRAVEL MEDIA ASSOCIATION OF CANADA
By-Law Number 3

A By-Law to provide generally for the conduct of the business and affairs of the Travel Media Association of Canada.

1. INTERPRETATION

- 1.1 In this By-Law and all other By-Laws unless the context otherwise specifies or requires:
- (a) “Act” means the Canada Corporations Act together with the Regulations made pursuant thereto and any statute or regulations that may be substituted therefor as amended from time to time;
 - (b) “Association” means the Travel Media Association of Canada;
 - (c) “By-Law” means this by-law and all other by-laws of the Association as amended from time to time, and from time to time in force and effect;
 - (d) “Meeting of Members” means any meeting of members, whether annual or special;
 - (e) “Person” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person;
 - (f) “Recorded Address” means the address of a Member as recorded in the Records of the Association;
 - (g) all terms contained in the By-Laws which are defined in the Act or Regulations shall have the meanings given to such terms in the Act or such Regulations; and
 - (h) words importing the singular number only shall include the plural and vice-versa, and words importing gender shall include the feminine, masculine and neuter genders.

2. NAME

- 2.1 The name of the Association shall be the Travel Media Association of Canada.

3. HEAD OFFICE

- 3.1 The head office of the Association shall be in the City of Toronto, Ontario.

4. SEAL

- 4.1 A Seal, an impression of which appears in the margin hereof, is adopted as the seal of the Association.

5. OBJECTS

- 5.1 To promote, develop and aid in the promotion and development of those involved in the travel media in Canada and the safeguarding of the travel media industry as a whole.
- 5.2 To represent, express and give effect to the views and opinions of those involved in the travel media industry.
- 5.3 To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

6. MEMBERSHIP

- 6.1 Membership in the Association shall be open to all eligible persons interested in furthering the objects of the Association who pay the membership fees. The Board of Directors shall review and approve by motion, each application for membership.
- 6.2 There shall be two classes of membership in the Association:
- a) Media Members
 - b) Industry Members
- 6.3 Media membership shall be open to an individual who:
- a) is a Canadian citizen or landed immigrant of Canada, and
 - b) earns income by writing or producing travel related media, and
 - c) is able to demonstrate upon application, and every second year thereafter, that he or she meets or exceeds such minimum standards for the production of professional travel material as may be determined by the Board of Directors from time to time.
- 6.4 Industry membership is open to any person that:
- a) provides services within the Canadian travel industry, and
 - b) has a vested interest in travel or travel related activities.

Each Industry member shall designate an individual to represent its interests to the Association and to act on its behalf in all matters with respect to its membership in the Association. Such designations and subsequent changes or revocations thereto shall be made in writing to the Membership Director, who shall maintain the necessary records.

- 6.5 Membership fees shall be established by the Board of Directors and ratified at a meeting of Members. The Board of Directors shall be entitled to pro rate or otherwise reduce the fees charged to any Member, but shall not be authorized to refund to any such person any portion of fees paid but not used.
- 6.6 The membership year shall end on December 31st of each year and the annual membership fee shall be due on January 1st of each year. Each Member shall be invoiced annually for the membership fee, which shall be payable within 30 days after the beginning of the membership year.
- 6.7 A Member shall have the right to inspect the Association's official records of membership at a reasonable time and place within one week of a submission of such request to the President of the Association.
- 6.8 A Member may resign by delivering to the Membership Secretary a notice of resignation in writing and such resignation shall become effective when received by the Association or at the time specified in the resignation, whichever is later.
- 6.9 A Member may be expelled from Membership for cause upon a vote of two-thirds (2/3) of the Directors attending a duly constituted meeting of the Board of Directors. Notice in writing of the resolution to expel the Member shall be given to such Member at least thirty (30) days prior to the meeting of Directors at which the resolution is to be considered.

7. BOARD OF DIRECTORS

- 7.1 Except to the extent that such power and authority is conferred upon and reserved to the meetings of members, the affairs of the Association shall be managed by a Board of Directors consisting of:
- not less than seven (7) directors elected by the members, and
 - the President of each duly constituted local Chapter.
- 7.2 Except as otherwise required by law, meetings of the Board of Directors may be held at such place and time as it may from time to time determine. Notice of such meetings shall be communicated to each director not less than ten (10) days prior to the meeting. The certificate in writing of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of any such meeting shall be necessary if all the Directors are present or if those not present have signified their consent to the meeting being held in their absence.
- 7.3 The Board of Directors shall meet not less than six (6) times in each fiscal year.
- 7.4 A meeting of the Board may be called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors.

- 7.5 The quorum for the transaction of business at a meeting of the Board of Directors shall be two-fifths (2/5) of the Directors as provided for in Article 7.1.
- 7.6 Each Director shall have one vote on every question submitted to a meeting. The Chairperson shall not be entitled to a second or casting vote. Unless otherwise specified, an affirmative vote by the majority of those voting shall be required in order that a motion pass. All votes shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be conclusive evidence of the fact. Numbers, percentages, extensions and the identity of those opposed may, but need not be recorded.
- 7.7 Proxies shall not be allowed for meetings of the Board of Directors.
- 7.8 The Chairperson of the meeting shall be entitled, with the consent of the meeting or upon his own motion, to adjourn any meeting of the Board of Directors to a fixed time and place. No further notice of such adjourned meeting shall be required, unless the new date is more than thirty (30) days thereafter. For all purposes, the adjourned meeting shall be treated as if it were a continuation of the original meeting.
- 7.9 All discussions and communications of the Board of Directors are confidential. Observers may attend any meeting of the Board and may, at the discretion of the person chairing the meeting, participate in such meeting. The Board of Directors may determine by majority vote that discussion or decision on a specified matter be held *in camera*.
- 7.10 When it is deemed expedient by the President or by any two (2) other Directors, a meeting of the Board of Directors may be convened by telephone conference call, provided that adequate effort is made to contact each person entitled to attend such meeting, that normal quorum requirements apply, and that all matters decided thereat be recorded at the next regular meeting of the Board of Directors.
- ## 8. NOMINATING COMMITTEE
- 8.1 The Board of Directors shall appoint a Nominating Committee each year not less than three (3) months prior to a scheduled election. The Nominating Committee shall consist of three (3) members of the Association, at least one of whom shall be a director whose term of office does not expire at the said election. At its first meeting, the Nominating Committee shall choose a chairperson from amongst its members and advise the Secretary of its choice.
- 8.2 It shall be the responsibility of the Nominating Committee to ensure that there is placed before the members of the Association at such time as is required, at least one qualified candidate for each position of Director for which an election is to be held, one qualified candidate for Media Vice-President and one qualified

candidate for Industry Vice-President. An Industry Vice-President may be nominated for more than one consecutive one-year term, but no more than four (4). The Nominating Committee shall submit a written report to the Board of Directors, in fulfillment of its functions outlined herein, not later than forty-five (45) days prior to the date of the scheduled election.

- 8.3 Following the receipt by the Board of Directors of the report of the Nominating Committee, the report shall be distributed to each member of the Association not less than thirty (30) days prior to the date of the scheduled election.
- 8.4 Any person eligible for election may be nominated for the position of Director by submitting to the Secretary of the Association, not less than ten (10) days prior to the date of the scheduled election, a statement of nomination signed by the nominee and by two (2) Members of the Association who support the candidate.
- 8.5 Any media member in good standing may be nominated for the position of Media Vice-President by submitting to the Secretary of the Association, not less than ten (10) days prior to the date of the scheduled election, a statement of nomination signed by the nominee and by two (2) Members of the Association who support the candidate.
- 8.6 Any duly appointed representative of an industry member in good standing may be nominated for the position of Industry Vice-President by submitting to the Secretary of the Association, not less than ten (10) days prior to the date of the scheduled election, a statement of nomination signed by the nominee and by two (2) Members of the Association who support the candidate.

9. ELECTIONS AND APPOINTMENTS OF DIRECTORS

- 9.1 The election of Directors shall take place at the first meeting of Members and at each succeeding annual meeting at which an election of Directors is required. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected or appointed.
- 9.2 Each elected Director shall serve for a term of two (2) years, with at least four (4) Directors being elected in the odd numbered years and at least three (3) being elected in the even numbered years. Following the elections held in 1999, the Board of Directors will select three (3) Directors who shall hold office for a limited term of one (1) year. Subject to this one exception, each elected Director shall hold office for a period of two years, or until a successor is elected, or until the Director ceases to be a member, or until the term is terminated by a majority vote of the Board of Directors.
- 9.3 Subject to Article 9.4, any individual who is a Media Member or who is the duly appointed representative of an Industry Member shall be eligible for election as a Director, except that no individual shall be qualified for election or appointment as a Director if that person is less than 18 years of age; if that individual is of

unsound mind and has been so found by a court in Canada or elsewhere; or if that individual has the status of a bankrupt. Each Director shall, at all times during their elected term, remain a Media Member or the duly authorized representative of an Industry Member.

- 9.4 No elected Director shall be eligible for election to more than two (2) consecutive terms of two years each, after which that individual shall again be eligible to stand for election only following an intervening period of at least one year.
- 9.5 The President of each duly constituted Chapter of the Association shall serve for a period of time coincident with their continuing as President of that Chapter.
- 9.6 A Director shall remain in office until the dissolution of the meeting at which the Director's resignation is accepted or at which the Director's successor is elected or appointed.
- 9.7 A Director may, following a reasonable hearing, be removed from office for cause by a majority vote of the Board of Directors.
- 9.8 Subject to the provisions of the Act, where a vacancy occurs on the Board a quorum of the Directors may appoint a person to fill the vacancy for the remainder of the term. If there is not a quorum of Directors, the Directors then in office shall forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. Any person appointed under the above provision may stand for re-election for two (2) following consecutive two-year terms only if the term remaining in the vacancy being filled is not greater than one (1) year. Otherwise, that person may stand for only one (1) subsequent two-year term.
- 9.9 The Board of Directors may, by resolution, at any time appoint such other persons as it may decide to be ex officio directors to carry out the tasks specified in such resolution. Such persons shall have the right to attend all meetings of the Board of Directors and shall have all of the privileges and powers of members of the Board, save and except the right to vote. The tenure of any such ex officio Director shall cease when the specific task for which the appointment was made shall, in the opinion of the Board of Directors, be deemed to have been completed.
- 9.10 The Board of Directors may appoint such operations and management committees as it deems appropriate.
- 9.11 A Director shall serve the Association without remuneration; however, nothing contained herein shall preclude any Director from serving the Association in any other capacity and receiving remuneration therefor. Directors shall be paid such sums in respect of their out-of-pocket expenses incurred in carrying out their duties as Directors as the Board from time to time may determine.

9.12 Every Director, Officer and Member who is party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association, shall disclose in writing to the Association or request to have entered in the minutes of the meeting of Directors the nature and extent of that interest at the time and in the manner required by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Association's activities would not require approval by the Board, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

10. OFFICERS

10.1 Following each election of Directors, the Board of Directors shall select from amongst its Members the following Officers: Secretary, Treasurer, and Membership Director. The Media Vice-President elected at the previous annual general meeting shall succeed to the position of President. The Industry Vice-President elected at the current annual meeting shall succeed to that position immediately. Both the Media Vice-President and the Industry Vice-President shall be full Members of the Board.

10.2 Each Officer of the Association shall, in addition to the duties herein specified,

- perform all functions assigned by the Board of Directors, and
- do all things necessary to implement the policies of the Board of Directors and to uphold the objects of the Association

10.3 The President shall perform such duties as are necessarily incident to the office as President including the general management and supervision of the affairs and the operations of the Association. The President shall, when present, preside at all meetings of the Members of the Association and of the Board of Directors. During the absence or inability of the President, the duties and powers of that office may be exercised by the Vice-President or such other Officer or Director as the Board may from time to time appoint for the purpose.

10.4 The Secretary shall be responsible for the performance of all duties incidental to the office or that are properly required by the Board of Directors, including, but not limited to giving all notices required to be given to Members and to Directors, attending all meetings of the Members of the Association and of the Board of Directors, and recording all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall have responsibility for the safe keeping of all books, papers, records, correspondence, contracts and other documents belonging to the Association.

10.5 The Treasurer shall be responsible for maintaining full and accurate accounts of all receipts and disbursements of the Association and proper books of account, for

the deposit of all monies or other valuable effects in the name and to the credit of the Association, taking proper vouchers therefor, and rendering to the Board of Directors at regular meetings, or whenever required, an account of all financial transactions and the financial position of the Association.

10.6 The Membership Director shall be responsible for the proper maintenance of all records of membership in the Association, including but not limited to the maintenance of the membership register, the issuance of media credentials and the processing of sundry mailings to Members.

10.7 The Industry Vice-President shall act as the liaison between industry members and the Board of Directors notwithstanding that other Board members may be duly appointed industry representatives and shall ensure that matters of concern to industry are brought before the Board of Directors on a timely basis. In the absence or inability of the President and media Vice-President to carry out the functions of President, the Industry Vice-President shall do so.

10.8 In the case of absence, inability or refusal to act of any Officer of the Association, or for any other reason that the directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any Director for the time being.

10.9 The first election of the Media Vice-President by the Members at the annual general meeting shall take place in 2011. The Media Vice-President shall succeed to that position immediately. They will succeed to the presidency in 2012. The first election of industry vice president by the members at the annual general meeting shall take place in 2011. The Industry Vice-President will succeed to the position immediately. For the years 2010 and 2011, the President shall be chosen from among the Members of the Board.

11. INDEMNIFICATION

11.1 Every Director and Officer of the Association, exercising the powers and discharging the duties of the office, shall act honestly and in good faith with a view to the best interests of the Association, and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for, or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight, on that person's part, or for any other loss, damage or misfortune whatever, which shall happen in the

execution of the duties of the office or in relation thereto, unless the same are occasioned by the willful neglect or default of the that person; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

- 11.2 Subject to the provisions of the Act, the Association shall indemnify a Director, Officer, former Director, former Officer or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor, and the heirs and legal representatives of that person, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a Director or Officer of such Association or body corporate if:
- a) that person acted honestly and in good faith with a view to the best interests of the Association; and
 - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, that person had reasonable grounds for believing that the conduct was lawful.
- 11.3 Subject to the limitations contained in the Act, the Association may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

12. MEETINGS OF MEMBERS

- 12.1 The Directors shall call the first annual meeting of Members no later than fifteen (15) months after the Association comes into existence and subsequently, not later than fifteen (15) months after holding the last preceding annual meeting. The annual meeting of Members of the Association shall be held at such time and on such day in each year as the Board may from time to time determine, for the purposes of receiving the reports and statements required by the Act and by the Board of Directors to be laid before the annual meeting, electing Directors, appointing Auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
- 12.2 The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before such meeting of Members, except consideration of the financial statements, auditor's report, election of Directors and re-appointment of the incumbent Auditor, which is deemed to be special business.
- 12.3 The Board of Directors shall, upon receipt by the Secretary of the signed requisition of not less than ten (10) percent of the Members recorded in the records of the Association, proceed forthwith to convene within a reasonable period of time a special meeting of Members for the purpose of considering the

matters set out in such requisition. Subject to the provisions of Article 12.5, such special meeting may consider any matter which may properly be considered at a special meeting of Members.

- 12.4 Meetings of Members shall be held at the registered office of the Association, or at such other place as the Board from time to time determines.
- 12.5 Notice of the time and place of each meeting of Members shall be sent not less than ten (10) days and not more than fifty (50) days before the date of the meeting to the Auditor of the Association, to each Director and to each person whose name appears on the records of the Association at the close of business on the day next preceding the giving of the notice as a Member entitled to vote at the meeting. Notice of a meeting of Members shall state the nature of the business to be transacted at the meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall include the text of any special resolution or by-law to be submitted to the meeting. A Member or any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of or otherwise consent to a meeting of Members.
- 12.6 Subject to the provisions of the Act, lesser of five (5) Members and twenty (20) percent of the membership, in person or by proxy shall constitute a quorum for the transaction of business at any meeting of Members.
- 12.7 Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder or one or more alternate proxy holders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the Member and shall conform to the requirements of the Act and shall be effective only if received by the Secretary of the Association or by the Chairperson of the meeting or adjournment thereof prior to the time of voting.
- 12.8 All questions proposed for the consideration of the Members at a meeting shall be decided by a majority of the votes cast thereon. Each Member, in person or by proxy, shall have one vote. In case of an equality of votes either on a show of hands or on a poll, the person chairing the meeting shall not be entitled to a second or casting vote.
- 12.9 Subject to the provisions of the Act, at all meetings of Members every question shall be decided by a show of hands unless a ballot thereon be required by the person chairing the meeting or be demanded by a Member or proxy holder present and entitled to vote. After a show of hands has been taken upon any question, the person chairing the meeting or any Member or proxy holder present and entitled to vote may demand a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the person chairing the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of

the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the vote so taken and declared shall be the decision of the Association on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

12.10 If a ballot is required by the person chairing the meeting or is demanded and the demand is not withdrawn, a ballot upon the question shall be taken in such manner as the person chairing the meeting may direct.

12.11 At each meeting of Members, one or more scrutineers may be appointed by a resolution of the meeting or by the person chairing the meeting with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Association.

12.12 The person chairing a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

13. NOTICE

13.1 Any notice, communication or other document required by the Act or the By-Laws to be given by the Association to a Member, Director, Officer or Auditor, unless otherwise required, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the recorded address or if mailed to the recorded address by prepaid ordinary mail or facsimile transmission or published in any publication circulated to such Member, Director, Officer or Auditor. A notice mailed shall be deemed to have been received on the fifth day after mailing. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or Auditor of the Association in accordance with any information believed to be reliable.

13.2 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, "day" means a clear day and a period of days shall be deemed to commence on the day following the event that began the period and shall be deemed to terminate at midnight of the last day of the period except that if the last day of period falls on a Sunday or holiday the period shall terminate at midnight of the day next following that is not a Sunday or holiday.

13.3 The accidental omission to give notice to any Member, Director, Officer or Auditor or the non-receipt of any notice by anyone or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice of otherwise founded thereon.

14. EXECUTION OF INSTRUMENTS

14.1 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts documents and instruments in writing. The Seal of the Association (when required) may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officer appointed by resolution of the Board.

15. BANKING

15.1 The monies of the Association shall be kept in such bank, trust company or custodian regulated or licensed by a government authority, as the Board may by resolution determine.

15.2 Cheques, promissory notes, bills or orders for money payable to the Association shall be endorsed for deposit to the credit of the Association's bank or deposit account or accounts and items of account between the Association and a bank, trust company or custodian, and receipts and releases shall be signed in such manner by such officers or persons as the Board determines.

16. SECURITIES

16.1 The securities of the Association shall be deposited for safekeeping with a bank, trust company or other custodian regulated or licensed by a governmental authority, selected by the Board and may be withdrawn by the Treasurer or such other person or persons and under such conditions as the Board may determine. The Board may arrange for the management and custody in Ontario of the securities of the Association by a bank, registered trust company or securities dealer or portfolio manager.

17. BORROWING

17.1 The Board may from time to time:

- a) borrow money on the credit of the Association,
- b) issue, sell or pledge securities of the Association; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligations or liability of the Association.

18. FINANCIAL YEAR

18.1 The fiscal year of the Association shall end on the 31st day of December in each year, until changed by a resolution of the Board.

19. RULES OF ORDER

19.1 Any meeting of the Association, including but not limited to an annual or special meeting of Members, or a meeting of the Board of Directors, shall be conducted in accordance with Robert's Rules of Order or with such rules of order as may be determined from time to time by the Board of Directors.

20. BY-LAWS

20.1 The By-Laws of the Association not embodied in the letters patent may be repealed or amended by By-Law, or by a new By-Law relating to the requirements of 155(2) of the Canada Corporations 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.

21. AUDITORS

21.1 The Members shall at each annual meeting appoint an Auditor to audit the accounts and annual financial statements of the Association 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.

22. BOOKS AND RECORDS

22.1 The Directors shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute or law are regularly and properly kept.

23. INTERPRETATION

23.1 In these By-Laws and in all other By-Laws of the Association hereinafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.