

GENERAL BY-LAW NO. 1

Being the General By-laws of

CHILDREN'S HOSPITAL GUILD OF MANITOBA, INC.

(the "CHG")

ARTICLE 1 – BACKGROUND, PURPOSE AND OBJECTIVES

1.1 **Background** CHG combines the previously existing Guilds of the Children's Hospital Foundation of Manitoba, Inc. (the "Children's Hospital Foundation"), being Annie A Bond, St. Agnes, McKinnon, Chown, Peter Pan, Nurses Alumnae and St. John's Guilds and provides a new vibrancy with a larger population and stronger future, and an enhanced ability to attract younger members to the CHG.

1.2 **Purpose and Objectives** The purpose and objectives of the CHG are as set forth in the Articles.

ARTICLE 2 – REGISTERED OFFICE

2.1 **Registered Office** Until changed in accordance with the Act, the registered office of the CHG shall be at the City of Winnipeg and at such place therein as the Directors may from time to time decide.

ARTICLE 3 – MEMBERS OF THE CORPORATION

3.1 **Eligibility** Membership shall be open to any person interested in child health care and upholding the purposes of the CHG.

3.2 **Classes of Membership** There shall be two (2) classes of membership in the CHG:

- a) ***Active Members*** Active Members are members who engage in the activities of the CHG. An Active Member may speak, vote and make motions at Member Meetings and are eligible to hold office and receive minutes. Active Members are required to attend at least one half of the regular general meetings of the CHG.
- b) ***Honorary Member*** Honorary Members are members who have received their 50 years of service award and who shall be exempt from paying membership fees. They are entitled to all benefits of an active membership.

3.3 **Membership Procedures** The specific policies and procedures by which members shall be admitted into or released from the CHG, the terms of membership conditions of eligibility, and other matters of membership shall be determined from time to time by the Board of Directors. No applicant shall be disqualified for reasons of race, color, creed, religion, sex, or national origin.

- 3.4 **Membership Dues** The CHG's membership dues, initiation fees, and other similar charges shall be established from time to time in a manner approved by the Board of Directors. The Board shall have the power to establish the amount of membership dues, initiation fees and other similar charges from time to time and may establish different dues, initiation fees and other similar charges depending on the class of membership.
- 3.5 **Membership Application** Applications for membership must be submitted by individuals seeking admission to membership in accordance with the policies and procedures established by the Board from time to time.
- 3.6 **Ceasing to be a Member** A member may withdraw from the CHG by delivery to the CHG of a written resignation and lodging a copy of the same with the Secretary of the CHG. A person ceasing to be a Member in the CHG shall have no further rights therein.
- 3.7 **Membership is Non-Transferable** The interest of a Member of the CHG shall not be transferrable.

ARTICLE 4 – BOARD OF DIRECTORS

- 4.1 **Board of Directors** The governing body of the CHG shall be a Board of Directors that shall be responsible for the management of the CHG and will generally set policy and administer the affairs of CHG. The Board will oversee such areas as membership, fundraising and development, finance, public relations and communications, archiving and committees of the CHG.
- a) ***Minimum*** The CHG may from time to time by ordinary resolution of the members, passed at a meeting at which the election is to take place, increase or decrease the number of Directors.
- b) ***Term*** Except for the initial directors to be appointed pursuant to Section 4.2(b), the Directors' term of office shall be from the date of the meeting at which they are elected or appointed until the second annual meeting following, or until their successors are appointed.
- 4.2 **Directors**
- a) ***Eligibility*** Individuals eligible for election or appointment to the Board as Directors shall be Active Members in good standing of the CHG, be at least eighteen (18) years old with power under law to contract, who shall have such other qualification as may be specified from time to time by the Board of Directors and who shall otherwise be qualified in accordance with Act.
- b) ***Directors*** The Board of Directors of the CHG will be composed of the Executive (President, Vice-President, Secretary, Treasurer, and Past President), plus the heads of the following standing committees: Nearly New Shop, Gift Shop, Fashion Show, Sew4Kids, Membership, Social and Volunteer.

c) **Election** Once a slate of candidates has been determined, notice shall be sent to all members in good standing of the CHG. Directors shall be elected for two (2) year terms and may be re-elected for additional two (2) year terms thereafter, provided however there shall be a limit of two (2) consecutive terms and thereafter the Director must cease to be a Director for at least a two (2) year term before seeking to be a Director again.

d) **Vacancy** In the event of the death, resignation, removal from position, or inability of any Director to perform the duties of a Director, the Board shall have the power to elect or appoint a successor until the earlier of the unexpired term of such a Director and the next annual general meeting of the members.

e) **Remuneration** Directors are not entitled to any remuneration from the CHG; provided that directors may be compensated for out of pocket expenses if such expenses are approved in advance by the Board of Directors.

f) **CHFM Ex-Officio Director** The CHFM shall be entitled to appoint an Ex-Officio Director to the Board of Directors who shall be entitled to receive notices and minutes of meetings of the Board of Directors, attend such meetings and speak thereafter, but shall not be entitled to vote at such meetings. Despite Section 4.2(a), such ex-officio Director need not be a member of CHG.

4.3 **Meeting of the Board of Directors** Meetings of the Board of Directors shall be held on such dates and at such times and places as the President may specify except as hereinafter provided in this By-law.

a) **Meetings** There shall be up to six (6) meetings per year of the Board of Directors, to be held as soon as practical after the annual meeting of the members of the CHG.

b) **Meeting Notice** Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided that notice of any meeting shall be given to each Director in person or in writing at least ten (10) business days prior to the date of such meeting. Written notice shall be deemed to have been given on the date such notice shall have been deposited in Canadian mail, or sent via facsimile machine or by e-mail without read receipt. No errors or omissions in giving notice of any meeting of the board of Directors or any adjourned meeting of the Board of Directors of the CHG shall invalidate such meeting or make void in any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm annual proceedings taken or had thereat.

c) **Vote** Each Director is authorized to exercise one (1) vote. In the event that one position is shared by 2 people, they shall have one (1) vote between them.

d) **Quorum** A quorum for the purposes of any meeting of the Board of Directors shall be constituted by a majority of the Directors. When calculating whether a quorum is present the *ex officio* Director to be appointed by CHFM pursuant to

Section 4.2(f) shall not be taken into account when counting the number of Directors present at a meeting or in calculating the total number of Directors required to constitute a quorum.

e) ***Participation in Board meetings*** If all the Directors of the CHG consent thereto generally or in respect of the particular meeting, a Director may participate in a meeting of the board or Subcommittee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in such a meeting by such means is deemed to be present at the meeting. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.

f) ***Retiring Director*** A retiring Director shall remain in office until the dissolution or adjournment of a meeting at which his or her retirement is accepted and his or her successor is elected.

4.4 **Resolution in Lieu of Meeting** A resolution or By-Law signed by all of the Directors shall be as valid and effective as if passed at a meeting of Directors duly called, constituted and held.

4.5 **Powers of Directors**

a) ***Directors Administer*** The Directors of the CHG may administer the affairs of the CHG and do all things and make and cause to be made for the CHG, in its name, any kind of contract which the CHG may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the CHG is by its charter or otherwise authorized to exercise and do.

b) ***Expenditures*** The Directors shall have the power to authorize expenditures on behalf of the CHG from time to time and may delegate by resolution to an Officer or Officers of the CHG the right to employ and pay salaries to employees.

c) ***Legacies and Gifts*** The Board of Directors shall take such steps as they may deem requisite to enable the CHG to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequest, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the CHG.

ARTICLE 5 – DIRECTORS INTERESTED IN OTHER ORGANIZATIONS

5.1 **Loans** The CHG shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the CHG may, but shall not be required to, advance money to a Director or Officer of the CHG for expenses reasonably anticipated to be incurred in performance of the duties of such Director or Officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

5.2 Conflict of Interest A Director who is in any way directly or indirectly interested in a contract or proposed contract with the CHG shall make the disclosure required by the Act and except as provided by the Act, no such Director shall vote on any resolution to approve such contract. No Director shall be disqualified from any office or vacate any such office by reason of holding any office or place of profit under the CHG or under any corporation in which the CHG shall be a shareholder or member or by reason of being otherwise in any way directly or indirectly interested or contracted with the CHG as vendor, purchaser or otherwise, or being concerned with any contract or arrangement made or proposed to be entered into with the CHG in which the Director is any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the CHG in which any Director shall in any way directly or indirectly be interested shall be avoided or voidable and no Director shall be liable to account to the CHG or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

5.3 Submission of Contracts or Transactions to Members for Approval The Board of Directors in its discretion may submit any contract, act or transaction with the CHG for approval or ratification at any annual meeting of the members or at any special meeting of members called for the purpose of considering the same and, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of votes cast at any such meeting (unless any different or additional requirement is imposed by the Act, the Articles of Incorporation or this By-Law) shall be as valid and as binding upon the CHG and upon all the members as though it had been approved, ratified or confirmed by every member of the CHG.

ARTICLE 6 – FOR PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

6.1 Limitation of Liability No Director or officer of the CHG 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 CHG through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the CHG, or for the insufficiency or deficiency of any security in or upon which any of the monies of the CHG 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 CHG shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereof, unless the same are occasioned by his or her own wilful neglect or default, provided that nothing herein shall relieve any Director or officer of any liability imposed upon him or her by the Act.

6.2 Indemnity Except in respect of an action by or on behalf of the CHG to procure a judgment in its favour, the CHG shall indemnify a Director or officer of

the CHG, a former director or officer of the CHG or a person who acts or acted at the CHG's request as a Director or officer of another corporation of which this CHG is or was a shareholder or creditor, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of such corporation or another corporation, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the CHG; and
- b) in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she has reasonable grounds for believing that his or her conduct was lawful.

6.3 Indemnity for Costs Where Act in Good Faith The CHG shall, with the approval of a court indemnify any person referred to in Section 6.2 in respect of an action by or on behalf of the CHG or another corporation to procure judgement in its favour, to which he or she is made a party by reason of being or having been a Director or an officer of the CHG or another corporation against all costs, charges and expenses reasonably incurred by him or her in connection with such action if he or she acted honestly and in good faith with a view to the best interests of the CHG and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

6.4 Indemnity for Costs where successful In accordance with the provisions of the Act, the CHG shall indemnify any person referred to in Section 6.2 who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the CHG or another corporation against all costs, charges, and expenses reasonably incurred by him or her in respect of such action or proceedings.

6.5 Insurance Subject to the limitations contained in the Act, the CHG may purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine.

ARTICLE 7 – OFFICERS

7.1 Officers The officers of the CHG shall be a President, a Vice-President, a Secretary and a Treasurer. The CHG may also have, at the discretion of the Directors, such other officers as may be appointed by the Directors. Any number of offices may be held by the same person. Officers need not be directors.

7.2 Annual Appointment The officers of the CHG shall be appointed annually or more often as may be required, by the Board, and shall hold office for one year from

the date of appointment or until their successors are elected or appointed in their stead.

7.3 **Removal** Subject to the rights, if any, of an officer under any contract of employment any other officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power or removal may be conferred by the Board of Directors at any time.

7.4 **Resignation** Any officer may resign at any time by giving written notice to this CHG. Any resignation shall take effect on receipt of that notice by any other officer other than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the CHG under any contract to which the officer is a party.

7.5 **Vacancy** A vacancy in any office for any reason shall be filled in the same manner as this By-Law provides for election to that office.

7.6 **Duties of Officers** The duties of the Officers shall be as follows:

- a) **President** The President shall be the chief executive officer of the CHG. The President shall preside at all meetings of Directors and of Members, and, shall have the general and active management of the business and affairs of the CHG.
 - i) The President shall attend all regular and Executive meetings and shall be an ex-officio member of all committees, with the exception of the Nominating Committee.
 - ii) The President shall be impartial; give information without bias; not take active part in debates; maintain order; decide if a quorum is present; read each motion; call for the vote; rule on points of order or questions of procedure; familiarize her executive with the Articles and By-Laws and shall adjourn all meetings.
 - iii) As presiding officer, the President shall:
 - 1) Call the meeting to order and follow the order of the agenda;
 - 2) Sign the minutes after they have been approved;
 - 3) State each motion to the meeting and call for a secondary before permitting discussion;
 - 4) Vote, if vote taken by ballot or to break a tie
 - iv) As administrative officer, the President Shall:
 - 1) Understand the work of all committees and call for report as required;
 - 2) Consult with executive members and committee chairpersons well in advance of regular meetings; and

- 3) Act as official representative of the CHG at all functions that the President may be required to attend on behalf of the CHG
 - 4) Shall have signing authority at the Canada Revenue Agency for any Guild business.
- b) **Vice-President** The Vice-President shall make a thorough study of the President's duties and responsibilities shall act as aide to the President whenever possible and shall perform such other duties as the Directors may assign to them. In the absence or disability of the President the Vice-President shall perform the duties and exercise the powers of the President.
- c) **Secretary** The Secretary shall:
- i) attend all meetings of Directors and of Members;
 - ii) record all votes and minutes of such meetings in the Minute Book;
 - iii) Present minutes for approval at meetings;
 - iv) Keep a record of attendance at regular meetings;
 - v) Maintain and circulate to the membership an up-to-date list of members, including addresses, telephone numbers, postal codes, e-mail addresses and year joined;
 - vi) keep for reference purposes with the Minute Book a copy of the CHG Articles and By-Laws, current correspondence, etc;
 - vii) Submit a report on the year's volunteer activities, to the Children's Hospital Foundation;
 - viii) Submit an annual financial report to the Children's Hospital Foundation;
 - ix) Following the Annual Meeting of the CHG, the secretary shall forward a list of the CHG Directors and membership to the President of the Board of Directors of the Children's Hospital Foundation;
 - x) Submits annual meeting reports to the archivist;
 - xi) Send out notice of meetings;
 - xii) File all letters and maintain such files until they are three years old, at which time they shall be passed over to the archivist;
 - xiii) Distribute agenda to all persons attending the annual meeting;
 - xiv) Be responsible for correspondence as required; and

- xv) Submits a list of elected directors for the Corporations Act with the appropriate fee
- d) **Treasurer** The Treasurer shall:
 - i) be responsible for the general supervision of the funds of the CHG;
 - ii) The Treasurer shall present a financial statement showing all receipts and disbursements at the regular meetings;
 - iii) Chair a Finance Committee should the Board of Directors deem it advisable to establish same;
 - iv) present a complete financial statement at the Annual General Meeting of the members. An audited statement shall be presented as soon as possible after the fiscal year end;
 - v) Open an account in the name of the CHG at a bank approved by the Board of Directors; and
 - vi) Collect all membership fees, issue receipts and deposit all fees to the CHG account

ARTICLE 8 – MEETING OF MEMBERS

- 8.1 **Annual Meeting** Subject to the Act and the Articles, the annual meeting of the Members shall be held at such place in Manitoba on such day in each year as the Board of Directors may from time to time determine or outside Manitoba if all the Members entitled to vote at the meeting so agree.
- 8.2 **Special Meetings** Meetings of the Members other than the annual meeting may be convened by order of the President or the Vice-President or by the Board at any time and/or any place. One third (1/3) of the Directors may, without resolution of the Directors, convene a special general meeting. In addition, one quarter (1/4) of the Active Members of the CHG may convene a special general meeting in the same manner as nearly as possible as that by which meetings may be convened by the Directors.
- 8.3 **Notices**
- a) A printed, written or typewritten notice stating the day, hour and place of meeting and the information respecting the business to be transacted, as required by the Act, shall be served, either personally or by sending such notice to each Member entitled to vote at such meeting through the post, in a prepaid wrapper or letter, or by email without read receipt at least twenty-one (21) days (exclusive of the day of mailing, but

inclusive of the day for which notice is given) before the date of every meeting directed to such physical address or email address as appears on the books of the CHG, or, if no addresses be given therein, then the last address of such Member known to the Secretary; provided always that a meeting of Members may be held for any purpose at any time and at any place without notice if all the Members entitled to notice of such meeting are present in person at the meeting or if the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.

b) Where the provisions of this By-Law as to notice have been duly observed, the non-receipt of any notice by any Member or Director shall not invalidate any proceedings or transactions at any meeting or otherwise.

c) Any Member or Director may at any time waive any notice required to be given under this By-Law.

- 8.4 **Omission of notice** The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting.
- 8.5 **Adjournment** The Chairperson may, with the consent of any meeting at which a quorum is present, or 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 8.6 **Chairperson** At every meeting of Members, the Chair shall be taken by the President, if present, or in his or her absence, by the Vice-President, or if absent, a Chairperson shall be elected by the Members present.
- 8.7 **Quorum** Except as provided herein, twenty-five per cent (25%) of the Active Members of the CHG present in person at a meeting will constitute a quorum. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved unless at least twenty-five per cent (25%) of the members are present. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the member or members present shall be a quorum.

8.8 **Voting** The voting at general or special meetings of Members shall be by a show of hands, unless a poll is demanded by at least one Active Member. If a poll is demanded, it shall be taken forthwith without adjournment. In the case of equality of votes, the Chairperson shall have a second or casting vote.

8.9 **Proxies** Proxy voting at any membership meeting shall not be permitted.

ARTICLE 9 – COMMITTEES

9.1 **Nominating Committee for Directors** The Nominating Committee for Directors shall meet annually and at other necessary times to nominate to the members eligible candidates for election as Directors of the Corporation.

- a) **Composition** The Nominating Committee shall be composed of such number of Active Members of the Corporation as set by the Board from time to time. The Board shall appoint the Nominating Committee and shall be entitled to fill any vacancies that occur from time to time on the Nominating Committee;
- b) **Chairperson** The Past-President shall automatically be appointed to Chairperson of the Nominating Committee; and
- c) **Quorum** A quorum for the purposes of any meeting of the Committee shall be a majority of the members of the Nominating Committee

9.2 **Committees** The CHG may have at any time such other Committees appointed by the Board of Directors as the Board deems desirable. The Board shall be responsible for approving the terms of reference in respect of each Committee. The composition of such other Committees may include Members of the CHG as appointed by the Board or the Chairperson of such Committees, if duly authorized by the Board.

9.3 **Terms of Committees** All Committees shall have terms corresponding to the fiscal year of the CHG unless otherwise specified in the Board of Director's enabling resolution for such Committee.

9.4 **Succession** Members appointed to Committees shall serve until their successors, if any, shall have been appointed and shall have assumed their duties.

9.5 **Vacancy** In the event of vacancies for any reason or the inability of a member to perform duties on any Board appointed Committee, the Board of Directors, or the Committee Chairperson when duly authorized, may appoint a successor to serve out the unexpired term of such member, except as otherwise provided hereinabove.

9.6 **Dissolution of Committees** Any Committee can be dissolved at any time by resolution of the Board of Directors.

9.7 **Removal of Committee Members** Any Committee member may be removed from office at any time by resolution of the Board of Directors.

ARTICLE 10 – EXECUTION OF INSTRUMENTS

10.1 **Execution of Instruments** Contracts, documents, or any instruments in writing requiring the signature of the CHG may be signed by any two (2) of the President, Vice-President and Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the CHG without any further authorization or formality. In addition, the Board of Directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the CHG either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE 11 – FISCAL YEAR

11.1 **Fiscal Year** The fiscal year of the CHG shall be December 31st of each year unless otherwise determined by the Directors.

CODE OF ETHICS

12.1 **Code of Ethics** The Board of Directors may from time to time adopt, repeal, amend or vary codes of ethics and policies to be followed by Members. Any such codes of ethics and policies or variations or repeal thereof shall be submitted to the Members for approval and upon approval by a majority of Members shall be binding on all Members. A breach by a Member or a representative of a Member of any such codes of ethics or policies may be grounds for losing membership in the CHG and this shall be in addition to the general provisions of the By-Law respecting the loss of membership.

ARTICLE 13 – AMENDMENT AND INVALIDITY

13.1 **Amendment** The By-Laws of the CHG may be repealed or amended by a majority vote of the Directors confirmed by a two-thirds vote of the Members of a meeting duly called for that purpose or at the annual general meeting.

13.2 **Invalidity** If any of the provisions of this By-Law shall be contrary to the express provisions of the Act, or the Articles, such provision of the By-Law shall be read subject to such provisions of the Act or Articles as the case may be, but except as aforesaid, the said provisions of the By-Law shall be valid and binding.

ARTICLE 14 – INTERPRETATION

- 14.1 **Definitions** In this By-Law or any other By-Law, special resolution or resolution, unless the context otherwise clearly requires:
- a) “Act” means *The Corporations Act of Manitoba* or any Act substituted therefore as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
 - b) “Articles” shall mean the *Articles of Incorporation* of the CHG and any amendments thereto;
 - c) “person” shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;
 - d) When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force.
- 14.2 **No Restriction or Limitation** Where this By-Law deals with any matter or thing which normally may be dealt with by the Directors or Members without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the Directors or Members.
- 14.3 **Division and Headings** The Articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit or extend any of the provisions of this By-Law nor are intended to affect their interpretation.

ENACTED this _____ day of January 2012.

Meredith McArthur, President

Alison Darling, Secretary

The bylaws in the document include amendments approved by the CHFM General membership at the January 13, 2018 General AGM Meeting.

Jean Burton, President

Gladys Stewart, Secretary