

BY-LAW No. 1

A By-Law relating generally to the affairs of

COLOMBIAN CANADIAN PROFESSIONAL ASSOCIATION - CCPA

A Corporation without share capital incorporated under the
Canada Corporations Act

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COLOMBIAN CANADIAN PROFESSIONAL CORPORATION - CCPA

A Corporation without share capital incorporated under the
Canada Corporations Act

INTERPRETATION

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- (a) **Professional** is someone who has successfully completed a minimum of 3 year postsecondary education that led to a trade certificate, as defined by Immigration Canada;
- (b) **Corporation** means Colombian Canadian Professional Association or CCPA;
- (c) **Board** means the Board of Directors of the Corporation;
- (d) **Special Resolution** means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of Directors of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Directors entitled to vote at such meeting;
- (e) **Singular/ Plural**: the singular includes the plural;
- (f) **Masculine/Feminine**: the masculine gender includes the feminine.

CORPORATE SEAL

The seal of the Corporation shall be in such form and shall be prescribed by the Directors as to its form and content and shall remain with the secretary of the Corporation.

HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

MEMBERSHIP INFORMATION

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Corporation

MEMBERSHIP APPROVAL PROCEDURE

- The completed Membership Application form must be submitted to the Secretary who will review and make a recommendation to the Board of Directors. The application must be accompanied by payment of the Annual Fee which shall be determined from time to time by the Board of Directors.
- Admission to the Corporation's membership is contingent upon obtaining approval from the Corporation's Board of Directors by a simple majority vote done by a show of hands.
- The applicant shall be notified in writing as to the disposition of the application.

- If the application is approved for membership, the applicant shall be formally welcomed as a new member at the next regular meeting of the Corporation he or she attends.

CLASSES OF MEMBERS

Full Membership may be extended to professional people who:

1. Are of Colombian birth or descent; or have completed their postsecondary studies in Colombia
2. Have attained the age of majority
3. Are supportive of the goals of the Corporation
4. Have paid the required membership fee

Note: Other Colombian professionals of the same as the first Full Member shall pay a reduced rate.

Spousal Membership may be extended to non-Colombian professionals as long as the applicant:

1. Is the spouse of a Full Member and the applicant meets all the requirements set out in Items 2 through 5 under "Full Membership"; or,
2. Is the widow/widower of a deceased Full Member and the applicant meets all the above requirements - except #1. Such membership shall have no voting power.

Honourary Member status may be extended to any member of society as special recognition for outstanding services rendered to the Corporation or the Colombian Canadian community at large, or in recognition of special circumstances associated with such an individual and the Corporation. The extension of such membership shall be at the discretion of the Board of Directors. Such membership shall have no voting power.

MEMBERSHIP RESIGNATION AND REMOVAL

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation

Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

Members who terminate their membership in the CCPA shall do it in writing to the Secretary of the Corporation. In the event any member wishes to re-apply to join the Corporation again, he/she will be subject to all the same application requirements as someone who has never been a member.

TRANSFER OF RIGHTS AND PRIVILEGES

Membership in the CCPA is granted to individuals only and not to families, companies, institutions or other organizations, except as provided for under the Honourary Member category. Membership status and rights are correspondingly granted only to the individual approved for membership and not transferable to any other individual, again except as provided for under the Honourary Member category.

MEMBERS' MEETINGS

The annual or any other general meeting of the members shall be held within 60 days after the end of the Corporation's fiscal year, in the city where the head office of the Corporation is situated.

Purpose: At every annual meeting, in addition to any other business that may be transacted, the following should be conducted:

- a) receipt of the reports and statements of the Auditor and of any other person that the members require to make a report;
- b) appoint the Auditor and authorize the Directors to fix the remuneration for the coming year;
- c) receipt of report of the Directors;
- d) elect the Directors of the Corporation;
- e) consider and vote on proposed changes to by-laws of the Corporation; and
- f) address any other matters properly brought before the meeting.

Call: The Board of Directors or the President or vice-President shall have the power to call, at any time, a general meeting of members on written requisition of members carrying not less than 25% of the voting rights.

Quorum: 50% plus 1 or more than 50% of the voting members present shall constitute a quorum for the transaction of business at any Annual or Special meeting

Notice of Meeting: A written, printed or electronic, notice stating the day, hour and place of a meeting and the general nature of the business to be transacted, shall be served either personally or by sending such a notice to the members, not less than twenty-one days or more than thirty days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every Annual or Special Meeting. Notice of each meeting of members must remind the member if he has the right to vote by proxy.

Notice of any meeting 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.

A member may, by means of a written proxy, appoint a proxy-holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy-holder must be a member of the Corporation.

Voting: Every eligible member to vote shall be entitled to one vote. Every question submitted to any Annual or Special Meeting of the Executive Committee shall be decided in the first instance by a show of hands of the delegates. If a poll is demanded by any delegate on any question, it shall be taken in such manner and either at once or after adjournment as the President directs. The result of a poll shall be deemed to be the resolution of the meeting in respect of the matter upon which the poll was demanded.

The president shall have the same right to vote like any other eligible member

A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.

At any meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or carried unanimously or by any particular majority or lost or not carried by a particular majority shall be conclusive of the fact.

BOARD OF DIRECTORS

The property and business of the Corporation shall be managed by a Board of Directors.

The Board of Directors shall be elected from among the Corporation's membership at its Annual General Meeting. A Nomination Committee of the Board shall be struck annually to solicit, interview and develop a slate of Officers to present to the membership at the Annual General Meeting (AGM) of the Corporation. No nominations will be received from the floor at the AGM.

Number: The Board of Directors shall be comprised of a minimum of (5) five directors and a maximum of (9) nine directors. The Board of Directors will also be comprised of Presidents of other Colombian professional associations that are diligently incorporated under Industry Canada whom which will have an automatic seat at the board of directors of the corporation, including these seats, the number of directors shall not exceed (9) nine directors. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of Directors to be elected to the Board of Directors. Directors must be individuals 18 years of age, with power under law to contract

The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected.

At the first meeting of members, the Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Corporation.

Term: Directors shall be elected for a term of one (2) year by the members at an annual meeting of members.

Composition: The Board of Directors will be comprised of, as a minimum, 60% of incumbent directors and the rest elected from the membership. In the event that from the mathematic operation results a remain, if it is below 0.5, the members number would decrease in one; on the contrary, it is 0.5 or up the number of members will be increase in 1.

Vacancy: The office of the director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by 50% of the members present at the meeting that he/she be removed from office;
- b) if a director has resigned his/her office by delivering a written resignation to the secretary of the Corporation;
- c) if he/she is found by a court to be of unsound mind;
- d) if he/she becomes bankrupt or suspends payment or compounds with his creditors;

- e) on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

Resignation: A Director may resign from office by giving notice of the resignation to the Secretary or to any other officer. A resignation is effective when so received.

Removal: A Director may be removed from office at a meeting of the Board when:

- a) the Director has failed to meet the qualifications of a Director in the Corporation and a resolution has been passed to remove the Director at a meeting of the Board of Directors; and
- b) A Director has failed to attend 2/3 of the regularly scheduled Board meeting during the fiscal year and a resolution has been passed to remove the Director at a meeting of the Board of Directors.

Remuneration: The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing in these By-laws shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore.

POWERS, DUTIES AND RESPONSIBILITIES OF DIRECTORS

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

The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors shall take such steps as they deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

The Board of Directors 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 of Directors at the time of such appointment.

Remuneration if any, for all Officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such

Officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

DIRECTORS' MEETINGS

The Board of Directors shall meet at least once between Annual Meetings and may be called by any two Directors by requesting that the Secretary or designate give notice of the meeting of the Directors.

Place: Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director.

Notice: Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation 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.

Voting: Each director is authorized to exercise one (1) vote. The Directors must vote on any motion made at meetings of the Board. Motions are decided by majority of votes. The President person has no vote. In the case of a tie, the President has a casting vote. Voting is done by a show of hands.

Quorum: A majority of Directors in office shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a) all costs, charges and expenses 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 him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his/her office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

The Board of the Corporation is hereby authorized from time to time to cause the Corporation to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by

mortgage and charge upon the whole or any part of the real and personal property of the Corporation by way of security.

LIABILITY OF DIRECTORS

Every Director of the Corporation when exercising powers and discharging duties must:

- a) act honestly, in good faith, and in the best interests of the Corporation;
- b) carry out the duties as a reasonable person would in the circumstances; and
- c) comply with the Act, its regulations, any amendments to the Act or its regulations, all other applicable law, the Letters Patent, any Supplementary Letters Patent, and the by-laws of the Corporation.

PROTECTION OF DIRECTORS AND OFFICERS

No Director or officer of the Corporation 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 Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for, or on behalf of the Corporation, or for the insufficiency or deficiency of any security in, or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or damage resulting from any dealings with any money, securities or other assets belonging to the Corporation or for any loss occasioned by any error of judgment or oversight on such person's part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the office or in relation thereto unless, the same shall happen by or through such person's own willful neglect or default.

The Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

OFFICERS

The Officers of the Corporation shall be the President, vice-President, secretary and treasurer and any such other Officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person. Officers need not be Directors, or members.

All the Officers must be members in good standing of the Corporation. The Board of Directors shall elect Officers of the Corporation from among the Directors. The election of Officers shall be held at the first Board of Directors meeting following the Annual General Meeting of members.

The Officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time.

DUTIES OF OFFICERS

The President

The President shall preside at all meetings of the Executive Committee and Board. He/she shall supervise the affairs of the Corporation, sign all documents requiring signature and perform any other duties assigned by the Board. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect

The Vice President

The Vice President shall perform the functions of the President whenever so instructed by the President, or in the absence of the President or because of the inability or refusal of the President to act, and shall also perform such other duties as the Board may from time to time determine.

The Secretary

The Secretary shall issue or cause to be issued notices for all meetings of the Board, Annual and Special Meetings of the Executive Committee and meetings of the Executive Committee when directed so to do; have charge of the minute books of the Executive Committee; sign with the President or other signing officer or Officers of the Executive Committee such instruments as require signature and shall have such other powers and duties as the Board may from time to time assign.

The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his/her affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

The Secretary shall keep or cause to be kept a book or books wherein shall be kept or recorded:

- a copy of the Letters Patent incorporating the Executive Committee and of any supplementary Letters Patent and of all by-laws of the Executive Committee,
- the names and the addresses of all individuals and organizations which are or have been members of the Executive Committee,
- the address of every settled minister and licensed chaplain in Canada and the address and office of two Officers of every Member Society, so far as can be ascertained,
- the names, addresses and calling of all persons who are Trustees of the Executive Committee, with the several dates at which each became or ceased to be such Trustee, and
- the names, addresses and calling of all persons who are employed by the Executive Committee with the several dates at which they began and ceased to be employed by the Executive Committee.

The Treasurer

The Treasurer shall have responsibility for the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and

disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of CCPA in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He/She shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of CCPA. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.

Duties of other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Removal of Officers

Any officer, in the absence of agreement to the contrary, shall be subject to removal from office by resolution of the Board at any time, provided that a majority of the Board shall vote in favour thereof.

Delegation of Duties

In case of the absence of the President, Vice-President or any other officer of the Executive Committee or for any other reasons that the Board may deem sufficient, the Board may delegate the powers of such officer to any other officer or director for the time being, provided that a majority of the entire Board concurs therein.

COMMITTEES

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

Any person receiving remuneration from the Executive Committee for services shall not serve as President of any Committee.

EXECUTIVE COMMITTEE

Executive Committee: There shall be an Executive Committee of the Board, who shall be appointed by the Board of Directors and composed of the President, the Vice President, the Treasurer, and the Secretary. Any executive committee member may be removed by a majority vote of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

The executive committee shall exercise such powers as are authorized by the Board of Directors. Any decisions made by the executive committee must be made with the unanimous approval of the Committee (members present?) as evidenced by the signatures of all members obtained within two weeks thereafter. Decisions must also be ratified at the next meeting of the Board of Directors. The Committee shall have no power to pass or amend the by-laws of the Corporation.

The Executive Committee may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit provided, however, that a majority of the members of the committee shall constitute a quorum for the transaction of business. A record of the actions taken at each meeting of the Executive Committee shall be submitted to each member of the Board of Directors not more than three weeks following said meeting.

Meetings of the executive committee shall be held at any time to be determined by the members of such Committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least 14 days prior to the meeting. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

A Special Meeting of the Executive Committee may be convened by order of the President or the Executive Officers Committee at any time and at any place within Canada.

Working Committees: The Board of Directors shall determine as many working groups as it deems necessary for the conduct of business. Individuals elected to be part of such groups must be members in good standing.

EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two out of three Officers appointed by the board and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint and officer on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or Officers appointed by resolution of the Board of Directors.

BANKING

Authorized persons: The Board may authorize and assign responsibilities for banking, in whole or in part, to any Director, Officer or employee.

Financial Institution: Banking shall be conducted at a financial institution or institutions approved by a motion of the Board.

Authorized Activities: The person/s assigned to complete the banking are authorized to:

- a) set up and operate accounts or make other banking arrangements as necessary and as authorized by resolution of the Board;
- b) execute any agreements with the financial institution to facilitate the banking arrangements, but only when two authorized persons sign together on behalf of the Corporation;
- c) deposit to the account of the Corporation all money and cheques and negotiable instruments payable to the Corporation;

- d) issue receipts for property received by the Corporation;
- e) make and sign cheques on behalf of the Corporation; and
- f) carry out other activities authorized by resolution of the Board.

BORROWING

The Board of Directors may borrow money on behalf of the Corporation:

- a) on the credit of the Corporation; or
- b) on the security of the Corporation's real or personal property.

Limits on Borrowing: The borrowing power of the Corporation is limited to borrowing money for current operating expenses.

Authorized Persons and Terms: The Board may by resolution authorize any Director, Officer, employer or other person to make arrangements for borrowing on behalf of the Corporation for the amount authorized and on the terms stated in the resolution.

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

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

FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year end of the Corporation shall end on the 31st of March in each year.

AMENDMENT OF BY-LAWS

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

AUDITORS

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS

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

DISSOLUTION

On the winding up or dissolution of this Corporation, funds or assets remaining after all debts have been paid shall be transferred to a charitable institution with purposes similar to those of this Corporation, or, if this cannot be done, to another not-profit Corporation duly incorporated as such or another charitable institution recognized by Revenue Canada as qualified under the provisions of the Income Tax Act of Canada.

RULES AND REGULATIONS

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

INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Corporations.