

# **Canada's National Firearms Association By-laws**

**Date:** July 11, 2020

## **BYLAWS OF CANADA'S NATIONAL FIREARMS ASSOCIATION**

formerly known as

### **The National Phoenix 1984 Firearms Information and Communication Association**

(hereafter referred to as the "NFA" or the "Association")

#### **ASSOCIATION SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the association.

#### **HEAD OFFICE**

2. Until changed by the Board of Directors in accordance with these bylaws, the Head Office of the Association shall be in the City of Edmonton, in the Province of Alberta.

#### **CONDITIONS OF MEMBERSHIP and ASSOCIATION OBJECTS**

3. The Board of Directors shall, from time to time and consistent with these by-laws, prescribe the conditions of membership in the Association including, but not limited to the fees payable to become and/or remain a member of any particular class and the duration of such memberships.

4. Membership in the Association shall be limited to natural and moral persons having full legal capacity whose values and conduct are and remain consistent with the objects of the Association and whose application for admission (or renewal, as the case may be) as a member has been accepted by the Association.

5. The Association exists to promote, support and protect: all safe firearms activities, including the right of self defence; firearms education for all Canadians;

freedom and justice for Canada's firearms community, and further to advocate for legislative change to protect the right to own and use firearms.

6. There shall be no membership fees or dues other than those prescribed by the Board of Directors.

7. Any and all membership applications are subject to review and may be refused by the Membership Committee. Neither the tendering of a membership application, nor the receipt and processing thereof, nor receipt or acceptance of the membership dues shall entail the admission of a person as a member of the Association or a waiver of the Association's right of review through the Membership Committee.

8. Any member may withdraw from the Association by delivering to the Association a written notice of withdrawal and lodging a copy of the same with the secretary of the Association. Upon a voluntary withdrawal of a member, the Association shall not be obligated to refund the prorated portion of the membership dues pertaining to the balance of the membership term.

9. The Membership Committee shall consist of those members of the Executive Committee who are also directors of the Association. Any question that is within the competence of the membership Committee may be dealt with at any meeting of the Executive Committee, provided that only those members of the Executive Committee who are also directors shall be entitled to vote thereon. The General Manager, any director or member of the Executive Committee may submit a membership, a membership renewal or membership application for review to the Membership Committee, upon five (5) days advance notification. Notwithstanding the foregoing, the Membership Committee may review a membership, application or renewal in spite of insufficient notice, provided that all members of the membership Committee agree to waive notice. The Membership Committee may refuse, revoke or refuse to renew any membership for a serious reason, by a majority vote of the members of the Membership Committee. . For the purposes hereof, "serious reason" shall include, without limitations, any and all of the following:

- a) Taking part in activities which are intended to defame and/or bring question, controversy or negative publicity to the NFA, or interfere with the NFA's ability to fulfill its mission, in whole or in part. This shall include, but not be limited to, plotting and political manipulations outside of the legitimate election process and/or participation in social media campaigns designed to undermine or call into question the good name of the NFA, its directors and/or executive officers;
- b) attempting to construct or conspiring to construct a parallel or splinter group within, or outside the NFA to facilitate a hostile takeover or change in the leadership of the organization, outside of the legitimate election process;

- c) disrupting or interfering with the conduct of NFA business;

Further to revocation of a membership by the Membership Committee, the Association shall notify the subject member (or applicant) within ten (10) days of the decision, stating the reasons underlying its decision. The subject member (or applicant) shall have a right to appeal the decision of the Membership Committee to the Board of Directors, within thirty (30) days of the notification. The subject member (or applicant) wishing to appeal shall state, in a written submission to the Board of Directors, why the decision of the Membership Committee should be overturned. The Board of Directors shall consider the grounds stated by the subject member (applicant) and decide on whether it wishes to overrule the decision of the Membership Committee. Unanimity of the Board shall be required, but the members of the Membership Committee shall not vote. They shall, however, inform the Board of the reasons underlying their decision, and articulate why it should stand. The vote of the Board of Directors shall be final and the subject member (applicant) shall not be entitled to apply for membership until two full years have elapsed since the revocation (refusal) of his/her membership. An application for admission as a member by a person who has previously been denied/revoked shall be subject to the approval of a majority vote of the Board of Directors. The membership dues or pro-rata portion of the membership dues (as the case may be), for the balance of the term, shall be refunded to any subject member who is denied/revoked.

#### MEMBERS' MEETINGS

10. The annual general meeting of the members shall be held no later than June 1 of the fiscal year, in the city where the head office of the Association is situated or other location in Canada as prescribed by the Board of Directors.

11. At every annual meeting, in addition to any other business that may be transacted in accordance with the Canada Not for Profit Corporations Act, , the reports of the executive committee, directors, standing committees, the financial statement, and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business at any meeting of the members, subject to compliance with the Canada Not for Profit Corporations Act. The Board of Directors shall have power to call, at any time, a special general meeting of the members of the Association. The Board of Directors shall call a special general meeting of members at the written request of members carrying not less than five percent (5%) of the total voting rights. No less than 25 members present in person at a meeting will constitute a quorum.

12. Notice shall be given to each voting member of any annual or special general meeting of members in the manner and within the window of time prescribed by s. 63 of the Canada Not for Profit Corporations Regulations, or any successor legislation. Notice of any general meeting, whether annual or special, where special business will be transacted shall contain sufficient information about such special business to permit the member to form a reasoned judgement on the decision to be taken. Notice of each meeting of members must remind the member if he has the right to vote by proxy. No matter shall be voted upon at a meeting of members, unless such matter has been duly notified to the Association and included in the notice of meeting, pursuant to Section 163 of the Not for profit Corporations Act. Notwithstanding any other provision hereof, any vote purporting to adopt a motion or effect any change that was not duly notified in accordance with this paragraph shall be null and void and of no effect;

13. Each voting member present at a meeting shall have the right to exercise one vote on issues before the meeting. No proxy votes shall be permitted.

14. 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 these by-laws or by the Canada Not for Profit Corporations Act.

15. No error or omission in giving notice of any annual or special general meeting or any adjourned meeting, whether annual or special, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the electronic and physical address of the member, director or Executive Officer shall be his or her last address recorded on the books of the Association.

16. Robert's Rules of Order shall govern proceedings of the Association. Where there is a conflict with Robert's Rules and these bylaws, these bylaws shall have precedence. Where there is conflict between these bylaws and mandatory provisions of the Canada Not for Profit Corporations Act, the Act shall have precedence.

#### BOARD OF DIRECTORS

17. It is recognized that since before its continuance under the Canada Not for Profit Corporations Act, the Board of Directors has been elected by members from the following electoral regions in the manner described below. As such, this electoral mode is part and parcel of the charter of the Association and may be deemed to be part of its Articles of Continuation. It shall remain in effect, until changed by amendment to the Association's charter.

<b>Electoral Area</b>	<b>Directors to Elect</b>
Alberta-Northwest Territories & Out-of-Canada	2
British Columbia-Yukon	2
Manitoba-Nunavut	1
Atlantic Provinces	2
Ontario	2
Quebec	2
Saskatchewan	1

a. Each of the above shall form one electoral area when electing its director(s). Out-of-Canada members will vote together with the Alberta-NWT membership. Only individuals meeting all of the following the following criteria shall be eligible to run for and be elected as directors:

- i. The individual shall be a member in good standing as of the date of the election, with full legal capacity under the law of the individual's province of residence; and
- ii. The individual shall have been a member in good standing of the Association for at least the five (5) years preceding the election; and
- iii. The individual shall be a person of good character and morals, who shall have demonstrated dedication to the Association, in the past including, but not limited to having served in the capacity of Field Officer or Regional Coordinator, or a combination thereof, for at least two (2) full years, prior to the election;
- iv. The individual shall not currently hold or have held a position as a field officer, executive or director (or any substantially equivalent position, howsoever designated) with a rival organization such as, but not limited to, the CSSA, the CCFR or the CFA, at any time during the twenty-four (24) months immediately prior to the date of the election;
- v. The individual shall not currently belong to or have held a position with an organization whose views and/or positions significantly conflict with those of the Association, at any time during the twenty-four (24) months immediately prior to the date of the election;
- vi. The individual shall not have been convicted, in Canada or elsewhere, of :
  - a. one or more indictable offence (or of an offence committed outside of Canada that would have been an indictable offence, if committed in Canada);
  - b. two or more offences punishable by summary conviction (or of two or more offences committed outside of Canada that would have been offences punishable by summary conviction, if committed in Canada), unless the individual in question shall

- have received a pardon or been granted an unconditional discharge, in connection with said convictions; or
- c. a combination of at least one offence punishable by summary conviction, and one or more offences committed outside of Canada that would have been offences punishable by summary conviction, if committed in Canada, unless the individual in question shall have received a pardon or been granted an unconditional discharge, in connection with said convictions.

The Association may run a criminal background check on any member wishing to serve as director or for any other position within the Association. The Association may disqualify a candidate who refuses to consent to such a background check. All candidacies for a position on the Board of Directors shall be submitted to and reviewed by the Board of Directors, prior to acceptance, for compliance with the foregoing criteria. Further, the Board of Directors shall have the discretionary power to waive, in whole or in part, the time requirements set forth in paragraphs (ii) and/or (iii), if the Board considers that the candidate is otherwise of exceptional value. Further, and without limitations, the Board of Directors may reject a candidacy, if a majority of the directors are of the view that the acceptance of a particular candidacy, in view of the candidate's past actions and/or declarations, would be detrimental to the interests of the Association.

18. Directors shall be elected by surface mail, electronic mail, or secure call-in telephone ballot of voting members for a term of two (2) years, except as noted below:

a. An electoral area with 2 directors shall elect one Director, each year. A candidate for an office of director must reside, when nominated, in the electoral region to be represented by that director and must be nominated by two voting members, who must also reside in that electoral region. Each nomination shall be delivered to the secretary of the Association by October 1 of the election year. The Association shall provide to each voting member, by November 1 of the election year, a ballot listing the names of the candidates for his or her electoral region. It shall be a single, transferable, preferential ballot. Voting members shall return their ballots by December 1 of the election year to the accounting firm designated by the Board of Directors to count the ballots. Each candidate or his or her designated agent may observe the counting of the ballots. The ballots shall be counted on the first business day after December 1, and the directors so elected shall take office forthwith. Upon resolution of the Board of Directors, the mode of voting may be changed including, but not limited to, in order to provide for electronic or other secure and reliable mode of voting.

b. On the advice of the President, the Board of Directors may, by majority vote, appoint no more than two (2) voting members who meet the qualifications of a Director, to the position of Director-at-Large to serve on the board for one year at a time. The Director-at-large position is intended to bring specific skills and expertise to the board when electoral area vacancies are already filled by election.

19. If the office of a director is vacated or unfilled, the Board of Directors may, by majority vote, appoint a voting member, who meets the qualifications to be a director, and who resides in the same electoral region to complete the term of the vacated, or vacant directorship.

20. The office of a director shall be considered vacated if:

- i. a director has resigned his or her office by delivering a written resignation to the secretary of the Association;
- ii. The Board of Directors determines that he or she has failed to maintain the ethical standards expected of a director;
- iii. The director is absent from three or more consecutive meetings without valid justification;
- iv. he or she ceases to be a member; or
- v. upon his or her death.

Any Executive Officer may, at any time, submit to the Board of Directors the question of whether a director has failed to maintain the ethical standards expected of directors. The issue shall be decided by a majority vote of the Board of Directors. The director whose conduct is impugned shall abstain from voting on the question.

21. [ ] A director may be paid reasonable accountable expenses incurred by him or her in the performance of his or her duties, and including attendance at general meetings. A director may serve as an Executive Officer, without salary, but must resign from his or her directorship in order to receive a salary. Notwithstanding the preceding stipulations in this section, the director(s) elected to any Executive Officer position may receive a stipend and still retain all rights as a director.

22. A director who retires voluntarily may remain in office until his or her successor is appointed.

### POWERS OF DIRECTORS

23. The Board of Directors of the Association shall set the policies and administer the strategic affairs of the Association and make or cause to be made for the Association, in its name, any kind of contract which the Association 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 Association is by its charter or otherwise authorized to exercise and do. Nothing herein is to be construed as limiting the inherent powers of the Executive Officers of the Association to act in such capacity.

24. The Board of Directors shall have power to vote the annual budget, and to authorize extraordinary expenditures on behalf of the Association from time to time. 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 interests of the Association in accordance with such terms as the Board of Directors may prescribe.

25. The Board of Directors shall take such steps it deems requisite to enable the Association 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 Association.

26. The Association may appoint such agents and engage such employees as shall deem necessary from time to time by the Board of Directors. An individual director or executive officer may recommend to the Board of Directors the appointment of field officers to serve the purposes of the Association, including organizing and recruiting members as well as acting as a liaison for local clubs, within his or her electoral area or province. The Board of Directors shall appoint the field officers and prescribe general duties, responsibilities and training for field officers. Field officers are to be under the operational supervision of the president or of any other executive officer appointed by the Board of Directors for such purpose, but shall be responsive to the area director. Whenever it is believed that the conduct of a field officer may be detrimental to the Association, the President may suspend said field officer and refer the status of said field officer for consideration by the Board of Directors.

27. Remuneration for all executive officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. It shall be a term of the contract of employment of every employee of the Association that the contract may be terminated on no more than one month's notice by the Association.

#### DIRECTORS' MEETINGS

28. Any director or executive officer may request the President to call a meeting of the Board of Directors, by specifying the purpose and agenda to be discussed at such meeting. Meetings of the Board of Directors may be held at any time and place to be determined by the President provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. In the absence of the President, a majority of the Directors may call a meeting of the Board of



Directors to conduct business. Any meeting of the Board of Directors, albeit duly called, may be canceled by simple notification, up to and including the start of such meeting. While directors may meet by electronic means, at least one meeting per year shall be conducted in person, normally at the time of the annual general meeting. Directors and Executive Officers not able to attend in person may attend and vote by conference call or by other electronic means. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. 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. Each director is authorized to exercise one (1) vote.

29. A majority of directors in office, but no less than four directors, 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 Association.

#### INDEMNITIES TO DIRECTORS AND OTHERS

30. Subject to the limitations set forth in Section 151(3) of the Canada Not for Profit Corporations Act, or any successor legislation, every director and/or executive officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 Association, from and against:

a) all costs, charges and expenses which such director, Executive Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability;

b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

#### EXECUTIVE OFFICERS

31. The executive officers of the Association shall be president, executive director, executive vice-president communications, secretary, treasurer, and any such other Executive Officers as the Board of Directors may determine. With the exception of the president, Executive Officers need not be directors. All executive officers report to the president, who reports to the Board of Directors.

Administrative staff members report to the General Manager, who in turn reports to the president. The Board of Directors may determine whether Executive Officers shall be compensated, and at what rate, to act in such capacity.

32. All executive officers are chosen by majority vote of the Board of Directors and serve for a two-year renewable term. The term of the director serving as president is that determined by his or her term as a director.

33. The executive officers of the Association shall hold office from the date of appointment until their successors are appointed in their stead. An executive officer may be removed for cause outside of the normal two year term by a resolution requiring a 2/3 majority vote of the Board of Directors.

#### DUTIES AND POWERS OF EXECUTIVE OFFICERS

34. The president is the Association's official spokesperson and chief executive officer; he or she is the director elected by the directors to chair the Board of Directors and the executive committee. The president is responsible for supervising the executive officers, including all vice presidents, the treasurer and the organization's general manager on behalf of the Board of Directors. He or she is deemed to be an ex-officio member of all committees, and may attend committee meetings as he deems appropriate. He or she is responsible for the orderly conduct of member and director meetings. The President is empowered to make and/or authorize expenditures and to conduct and oversee the business of the Association, within the parameters of the budget, in the normal course of business of the Association.

35. The executive director is primarily a salaried organizer and lobbyist who reports to the president and is responsive to the members of the Board of Directors. [ ] He or she shall also perform such other duties as may from time to time be directed by the president or the Board of Directors. He or she is deemed to be an ex-officio member of all committees (except for the Membership Committee) and may attend committee meetings as appropriate.

36. The executive vice-president communications is responsible to the president and to serve as an additional spokesperson and deputy as needed.

37. The treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as he may deem advisable. He or she shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and to the Board of Directors, or

whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He or she shall be responsible for the preparation of an annual budget for submission to the Board of Directors. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.

38. The secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Association generally under the supervision of the Executive 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. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Association, which he or she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

39. The duties of all other Executive Officers of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them. All Executive Officers are required to be members in good standing of Canada's National Firearms Association.

## COMMITTEES

40. Except as otherwise provided for in these by-laws, the executive committee shall annually appoint the following standing committees whose members will hold their offices at the will of the executive committee. Members of these committees must be voting members but they are not required to be directors. A director shall be appointed by the President as the representative of the Board to each standing committee and as such will be a full member of that committee. [ ]

a) Membership Committee. In addition to its duties regarding the review and revocation of memberships, as provided in these by-laws, the Membership Committee shall support and make recommendations regarding recruitment and retention of members and communication with members.

b) Policy and Legal Affairs. This committee shall support the interests of firearms owners and make recommendations regarding legislation affecting firearms use and ownership. It may also make recommendations regarding bylaw amendments, support of court proceedings and promoting freedom and justice for firearm owners.

c) Firearms Education and Training. This committee shall develop and recommend to the board and membership as appropriate support of new

and existing training programs regarding shooting, operation of ranges, self defence and other lawful firearms uses, including recommendations regarding sponsorship of competitive shooters, honours and awards, and allocation of scholarships and bursaries promoting the objects of the Association.

d) Finance and Budget. This committee shall assist the treasurer in the annual preparation of the budget and will make spending recommendations to the Board of Directors.

e) Marketing and Public Relations. This committee shall oversee the design and consistency of all Association publications, media releases, web site, social media efforts, and any video materials. It shall oversee promotional programmes, liaise with related committees and report on these matters to the Board of Directors.

41. The Board of Directors may appoint other *ad hoc* or permanent 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.

#### EXECUTIVE COMMITTEE

42. There shall be an executive committee composed of the executive officers who shall be appointed by the Board of Directors to generally carry out the operations of the Association, including, but not limited to, engaging legal representation as needed, issue media releases, preparing policy statements and position papers in keeping with the general direction of the Association as set by the Board of Directors. The executive committee shall exercise such powers as are authorized by the Board of Directors in addition to the overseeing of operational matters and making decisions on said operational matters as necessary and in the interests of NFA. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable accountable expenses incurred in the exercise of their duties.

43. Meetings of the executive committee shall be held at any time and place 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 (either e-mail or post) shall be sent at least 14 days prior to the meeting. No less than 3 members of such committee shall constitute a quorum, provided that at least one of the members is an elected member. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the association 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.

#### EXECUTION OF DOCUMENTS

44. Contracts, documents or any instruments in writing, entered into in the normal course of business and requiring the signature of the Association, shall be signed by the President or by the General Manager and any one executive 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 Executive Officer or Executive Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The directors may give the Association'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 Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Executive Officer or Executive Officers appointed by resolution of the Board of Directors.

#### MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE

45. The minutes of the Board of Directors or the minutes of the executive committee shall be considered as confidential materials, unless decided otherwise by resolution of the Board of Directors, on a case by case basis. Nothing herein shall be deemed to infringe upon the rights of the directors to have access to corporate records, or upon the rights conferred to the members to have access to certain corporate records, as set forth in the Not for Profit Corporations Act.

#### FINANCIAL YEAR

46. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Association shall be December 31.

#### AMENDMENT OF BY-LAWS

47. The by-laws of the Association may be repealed or amended by by-law, or a new by-law relating to the requirements of Section 152 of the Canada Not for Profit 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 present at a meeting duly called for the purpose of considering the said by-law. Such amendments and new by-laws

shall take effect in accordance with Section 152 of the Canada Not for Profit Corporations Act.

#### AUDITORS

48. To the extent required by the applicable provisions of the Canada Not for Profit Corporations Act, or otherwise at its discretion, the Board of Directors shall 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 revoked or replaced by the Board of Directors, 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

49. 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. The financial records of the organization will be available in the national office for members to examine and, on payment of a reasonable fee (as determined by the Association), to obtain extracts of, subject to providing reasonable notice and by appointment, and subject to entering into a confidentiality agreement for such purpose.

#### INTERPRETATION

50. In these by-laws and in all other by-laws of the Association 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 Associations. Persons who are firms and Associations, though they may be voting members, may not hold office. If any dispute should arise as to the meaning of any translation of these bylaws, the wording in the English version is deemed to be the basis for interpretation.

END.

July 11, 2020