

— Usil du ~~ministère~~



Ministry of
Consumer and
Commercial Relations
Supplementary Letters Patent
no corporation's Letters
prior Supplementary Letters
the case may be, dated this

Ministère de
la Consommation
et du Commerce

Les présentes lettres patentes supplémentaires
modifient les lettres patentes de la société ou
toutes autres lettres patentes supplémentaires
précédentes, selon le cas, en date du

Insert Ontario Corporation Number
Insérer le numéro de la personne morale
en Ontario

719857

SEPTEMBER 1 5 SEPTEMBRE, 2000.

Minister of Consumer
and Commercial Relations

Le Ministre de la
Consommation et du Commerce

per/gar

Director(A) / Directrice Intérimaire

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
REQUETE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLEMENTAIRES

1. Name of the applicant corporation / Dénomination sociale de la personne morale requérante :

[illegible]

2. The name of the corporation is changed to (if applicable): La dénomination sociale de la personne morale devient (le cas échéant) :

[illegible]

3. Date of incorporation/amalgamation:
Date de constitution ou de fusion:

26 05 1987
(day/jour month/mois year/année)

4. The resolution authorizing this application was confirmed by the shareholders/members of the corporation on
La résolution autorisant la présente requête a été ratifiée par les actionnaires ou membres de la personne morale le :

06 03 1999
(day/jour month/mois year/année)

under section 34 or 131 of the Corporations Act.
aux termes de l'article 34 ou 131 de la Loi sur les personnes morales.

5. The corporation applies for the issue of supplementary letters patent to provide as follows:
La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui suit:

It is resolved that:

Item 4 of the original Application
for the Incorporation of the "OPLENAC
Serbian Cultural Association of
Metropolitan Toronto and Mississauga"
stating that "The corporation
shall not maintain a clubhouse
or similar premises" be removed
from the Application.

This application is executed in duplicate.
La présente requête est faite en double exemplaire.

OPLENAC Serbian Cultural
Association of Metropolitan

(Name of corporation/Dénomination sociale de la personne morale)

Toronto and Mississauga

J. Dimitrijevic

By/Par:

J. Dimitrijevic PRESIDENT

(Signature)
(Signature)

(Description of Office)
(Fonction)

(corporate seal)
(sceau de la
personne morale)

Sophia Lukovick Sophia Lukovick Secretary

(Signature)
(Signature)

(Description of Office)
(Fonction)

719857

Trans Code	Line No.	Stat	Comp Type	Method Incorp.
A	0	0	B	1
18	20	28	29	30

Share	Notice Req'd	Jurisdiction
N	Y	ONTARIO
31	32	33 34 35 36 37 38 39 40 41

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL
REQUÊTE EN CONSTITUTION D'UNE ASSOCIATION**

1. The name of the corporation is/Nom de l'association:

[illegible]

2. The address of the head office of the corporation is/Adresse du siège social:

1697 Copseholm Trail

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, num. : du bureau)

Mississauga,

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

L	4	W	2	C	I
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(Postal Code/Code postal)

3. The head office of the corporation is situated in/Le siège social se trouve à:

City of Mississauga

(Name of Municipality Geographical Township)
(Nom de la municipalité, canton)

in the Regional Municipality of Peel

dans le (County District, Regional Municipality)
(Comté, district, municipalité régionale)

4. Address of clubhouse or similar premises (if any) is:

Adresse du local de l'association ou autre endroit utilisé aux mêmes fins, s'il y a lieu:

The corporation shall not maintain a clubhouse or similar premises

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)
(Rue et numéro ou R.R. et numéro et, si s'agit d'un édifice à bureaux, numéro du bureau)

(Name of Municipality or Post Office)
(Nom de la municipalité ou du bureau de poste)

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(Postal Code/Code postal)

5. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de l'association:

Name in full, including all first, middle names
Nom et prénoms au complet

Residence address, giving Street & No. or R R No. & Municipality or Post Office and Postal Code

Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro.
le nom de la municipalité ou du bureau de poste et le code postal

ZARKO DUMA
SONJA KOVACEVIC
DANKA SKOCAJIC

5 Axminster Road, Brampton, L6Z 1S8
10 Cedarview Drive, Scarborough, M1C 2K6
1697 Copseholm Trail, Mississauga, L4W 2C1

6. The objects for which the corporation is incorporated are:
Objets pour lesquels l'association est constituée:

- A. To unite all Serbs and Canadians of Serbian origin residing in Metropolitan Toronto and Mississauga who wish to Preserve the Serbian traditions and customs.
- B. To foster cultural and educational association with other ethnic groups in Ontario and Canada.
- C. To unite the Serbian youth in upholding Serbian traditions and customs.
- D. To teach the Serbian youth folk dances from all parts of Serbia and Serbian settlements.
- E. To teach the Serbian youth folk songs from all Serbian settlements, by way of choral signing and other means.
- F. To form a youth orchestra, which will play folk music from Serbia and Serbian settlements.
- G. To support and assist the youth in their participation in theatre and drama works, dealing with Serbian writers and poets.
- H. To support youth audio-visual productions of events in Serbian history at special cultural functions (religious holidays, holidays, dances, concerts, etc.).
- I. To organize workshops, seminars, concerts, dances and other cultural activities of a similar kind.
- J. To enlarge the cultural knowledge of Serbian youth by co-operating with the same or similar organizations in other parts of Canada and in other countries.
- K. To encourage the various Serbian youth groups learning folklore, folksongs, dancing and drama to participate in cultural and artistic events and in particular multicultural events both in Canada and other countries.
- L. To assist financially in the establishment of scholarships for training instructors.
- M. To publish news letters and other literature of interest to the Serbian youth community.
- N. To stimulate and maintain a creative atmosphere in which to preserve Serbian culture and traditions among the youth in Canada.

7. The special provisions are/Dispositions particulières:

- (a) The Corporation shall be carried on without the purpose of gain for its members and any profits or accretions to the Corporation shall be used in promoting its objects.

BY-LAW NUMBER 1

A by-law relating generally to the conduct
of the affairs of
OPLENAC SERBIAN CULTURAL ASSOCIATION
of
METROPOLITAN TORONTO and MISSISSAUGA

WHEREAS the Corporation was incorporated by letter Patent issued by the Lieutenant Governor of Ontario on the 26th day of May, 1987 for the following objects:

Subject to the Mortmain and Charitable Uses Act and the Charitable Gifts Act:

- (a) To supply and render services of a charitable nature;
- (b) For the objects aforesaid, to establish, provide, promote, operate, maintain, assist or support institutions with a view to Oplenac Serbian Cultural Association of Metropolitan Toronto and Mississauga and to co-operate with other organizations whether incorporated or not which have objects similar in whole or in part to the objects of the Corporation; and
- (c) To accept donations, gifts, legacies and bequests.

BE IT ENACTED as a by-law of OPLENAC SERBIAN CULTURAL ASSOCIATION OF METROPOLITAN TORONTO AND MISSISSAUGA (the "Corporation") as follows:

ARTICLE 1.

INTERPRETATION

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

- (a) the singular includes the plural;
- (b) the masculine gender includes the feminine;
- (c) "Board" means the board of directors of the Corporation;
- (d) "Corporation" means the Oplenac Serbian Cultural Association of Metropolitan Toronto and Mississauga;
- (e) "Corporations Act" means the Corporations Act, R.S.O. 1980, Chapter 89, and any statute amending or enacted in substitution therefor, from time to time;
- (f) "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (g) "Executive Officers" means the persons who hold offices enumerated in Section 12.;
- (h) "Past president" means the person whose term of office as President has most recently expired and who is willing to serve as such.

1.02 All terms defined in the Corporations Act have the same meaning in this by-law and all other by-laws and resolutions of the Corporation.

ARTICLE 2

HEAD OFFICE AND OTHER CORPORATE MATTERS

2.01 General

Oplenac Serbian Cultural Association of Metropolitan Toronto and Mississauga will be an organization of Serbians and Canadians of serbian origin who support it's aims and objects as set out in the Constitution, and who join the association by payment of an annual membership fee to the Corporation

2.02 Head Office

The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto and/or Mississauga in the Province of Ontario and at such place therein as the Directors may from time to time determine.

2.03 Seal

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

2.04 Language

Language shall be English and/or Serbian whichever is appropriate. All official documents of the Corporation shall be in English.

2.05 Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

2.06 Assets on Dissolution

On dissolution of the Corporation after payment of all debts and liabilities its assets may be distributed only to charitable or educational organizations for the purpose of social welfare, charity, education or civic improvement.

2.07 Directors Remuneration

The directors shall serve without compensation and no director shall directly or indirectly receive any profit from his position as such; reasonable expenses incurred by any director in the performance of his duties may be paid.

2.08 Indemnification of Members

Each member of the Corporation and his heirs, executors, administrators and assigns respectively, shall from time and at all times be indemnified from and against all loss, costs, damages, charges and expenses whatsoever which the Corporation sustains or proceeding which is brought or commenced against the Corporation.

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ARTICLE 3

OBJECTS

3.01 Preserve Serbian Traditions and Customs

To unite all Serbs and Canadians of Serbian origin residing in Metropolitan Toronto and Mississauga who wish to Preserve the Serbian traditions and customs.

3.02 Foster Cultural Groups

To foster cultural and educational association with other ethnic groups in Ontario and Canada.

3.03 Upholding of Serbian Traditions and Customs

To unite the Serbian youth in upholding Serbian traditions and customs.

3.04 Teach Folk Dancing

To teach the Serbian youth folk dances from all parts of Serbia and Serbian settlements.

3.05 Folk and Choir Singing

To teach the Serbian youth folk songs from all Serbian settlements, by way of choral singing and other means.

3.06 Form Youth Orchestra

To form a youth orchestra, which will play folk music from Serbia and Serbian settlements.

3.07 Support Theatre and Drama Works

To support and assist the youth in their participation in theatre and drama works, dealing with Serbian writers and poets.

3.08 Support Cultural Functions

To support youth audio-visual productions of events in Serbian history at special cultural functions (religious holidays, holidays, dances, concerts, etc.).

3.09 Organize Workshops

To organize workshops, seminars, concerts, dances and other cultural activities of a similar kind.

3.10 Enlarge the Cultural Knowledge of Serbian Youth

To enlarge the cultural knowledge of Serbian youth by co-operating with the same or similar organizations in other parts of Canada and in other countries.

3.11 Participate in Cultural Events

To encourage the various Serbian youth groups learning folklore, folksongs, dancing and drama to participate in cultural and artistic events and in particular multicultural events both in Canada and other countries.

3.12 Establish Scholarships

To assist financially in the establishment of scholarships for training instructors.

3.13 Publish News Letter

To publish news letters and other literature of interest to the Serbian youth community.

3.14 Preserve Serbian Culture and Traditions

To stimulate and maintain a creative atmosphere in which to preserve Serbian culture and traditions among the youth in Canada.

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ARTICLE 4

CLASSES OF MEMBERS

4.01 Classes of Members

There shall be the following classes of Members, namely:

- (a) Active;
- (b) Associate;
- (c) Honorary;

4.02 Active Members

Membership in the corporation shall consist of all persons who are 18 years and over who are Serbian and Canadians of Serbian origin who are from time to time accepted as members in the manner hereinafter prescribed and whose membership has not terminated by expulsion or withdrawal. Subject to approval of the directors, membership shall be open to all who are in agreement with the aims and objects of the corporation and are conforming to these by-laws.

4.03 Associate Members

This class of members shall consist of all persons who are under the age of 18 years who actively participate in the affairs of the corporation by participating and paying fees or dues. An Associate member shall not be entitled to vote, to hold office in the Board, or to receive services save such services as approved by the Board of Directors. No advertising indicating such membership shall be permitted on letterheads or otherwise.

4.04 Honorary Member

The Board of Directors may elect any person as an Honorary Member who in the opinion of the Board has made an outstanding contribution to the development of the Corporation. Such election shall be by unanimous vote of the Board of Directors. At least ten (10) days notice in writing shall be given to each Director. An Honorary Member shall not be entitled to vote or to hold office in the Corporation or to receive services. All such appointments shall be for a period of one year.

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ARTICLE 5

APPLICATION FOR MEMBERSHIP

5.01 Form

All application for membership shall be in writing, in such form and with such supporting documents as may be prescribed from time to time by the Board of Directors. Applications for membership shall be accompanied by payment of the prescribed membership fees.

5.02 Endorsement

All application for membership shall be endorsed by two (2) persons who are Active Members and who are not Directors, Members of the Membership Committee or Members related to the applicant.

5.03 Election by Directors

At the next meeting of the Board of Directors, the Directors shall consider such application for membership together with the report of the Membership Committee and, if approved by two-thirds (2/3) of the Board of Directors, such candidate shall be declared elected.

5.04 Refusal of Application

The Directors may refuse to accept any application. Such refusal of acceptance must be documented and the applicant informed no as soon as possible. Any payment forwarded with the application shall be refunded without interest.

5.05 Evidence of membership

Membership in the Corporation shall be evidenced by annual identification and dues membership card issued and signed by the President and Secretary of the Corporation.

5.06 Membership Non-Transferable

Except for transfer within the classes, membership in the Corporation shall not be transferable unless authorized by the Board of Directors and shall terminate with death. Such authorization shall be by unanimous vote of the Board of Directors.

5.07 Withdrawal of Membership

Any member of the Corporation may, upon application to the Board of Directors, withdraw from membership in the Corporation.

5.08 Termination of Membership

If a member fails to pay his membership dues for a period of two (2) consecutive years, the Directors may terminate his membership as herein provided under authority of Section 5.10.

5.09 Expulsion and/or Suspension of a Member

(a) The members may upon resolution of the Board of Directors expel and/or suspend any member thereof whose conduct in the Board of Directors opinion is detrimental to the character, interests or objects of the Corporation provided such member shall have been given notice of the intended expulsion and/or suspension and an opportunity of appearing before the said Board for a hearing.

(b) Any member may be expelled from the Corporation for cause by two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.

5.10 Termination of Membership

A member shall cease to be a member of the Corporation:

(a) if the member withdraws his membership from the Corporation by delivering to the Board of Directors a written resignation of membership;

(b) if the member dies;

(c) if a member is expelled from membership in the Corporation as herein provided;

(d) if an assesment under the authority of Section 6.01 remains unpaid for more than sixty (60) days after notice of the assesment has been given to the members.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of Section 6. prior to termination of his membership.

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ARTICLE 6

FEES

6.01 Determination of Fees

(a) Fees and Dues for the respective classes of membership shall be such as may from time to time be prescribed by a two-thirds (2/3) vote taken by the Board of Directors and,

(b) Two-thirds (2/3) of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assesment shall be mailed to each member.

6.02 Dues Payable

Any Member joining the Corporation during any year shall pay full Annual Dues for such year unless such Member is registered after July 1st in such year in which case such Member shall pay fifty per cent (50%) of the Annual Dues for such year. No assessment may be levied against any Honorary Member.

6.03 Due Date

Annual Dues shall be for the calendar year January 1st to December 31st and shall be payable in the case of New Members on admission and in the case of other Members on or before January 31st in each year.

6.04 Invoice Due Date

All amounts payable by Members to the Corporation are due on the date of the invoice.

ARTICLE 7

DIRECTORS

7.01 Board of Directors

The affairs of the Corporation shall be managed by a Board of nine (9) Directors which shall be comprised of the following persons:

- (a) the President;
- (b) two (2) Vice-Presidents;
- (c) the Secretary;
- (d) the Treasurer;
- (e) four (4) other directors.

7.02 Qualification

(a) The qualification of each director shall be that he be a member of the Corporation for at least two (2) consecutive years, or that he be a director or officer of a corporate member of the Corporation.

(b) The qualification for President shall be that he be a member of the Board of Directors for at least one (1) term.

Notwithstanding the above, the qualification to hold office for the two (2) consecutive years immediately following the adoption of these by-laws shall not apply to the fifty (50) founding members.

ARTICLE 8

NOMINATION, ELECTION AND INSTALLATION OF DIRECTORS AND OFFICERS

8.01 Election of Directors

Nine (9) Directors shall be lected for a term of two (2) years by the members by personally cast ballot according to the provisions of these by-laws.

8.02 Re-Election

(a) Retiring directors shall be eligible for re-election for one (1) additional term to the Board of Directors if they otherwise qualify and retiring directors shall continue in office until a successor shall have been duly elected or appointed.

(b) Upon serving for two (2) terms in office, a director shall not be eligible for re-election for a further tone (1)term from the date of the appointment of his successors.

8.03 Eligible Persons

Only Active Members in good standing and who have been a member of the Corporation for at least two (2) consecutive years immediately prior to the nomination shall be eligible for election to the Board of Directors.

8.04 Eligibility

Members of the Nominating Committee shall not be eligible for nomination.

8.05 Nominations

The Nominating Committee shall accept nominations for the offices of all nine (9) directors up until October 31st of each election year. After the closing of acceptance for nominations, the Nominating Committee shall review all nominations and reject those not meeting the eligibility requirements.

8.06 Independent Nomination

Independent nomination shall be made as follows:

(a) in writing and signed by two (2) Active Members together with the written consent of the nominee or nominees;

(b) the nomination and the written consent must be delivered to the Executive Secretary of the Corporation and receipt thereof acknowledged in writing on or before the closing date for nominations pursuant to Section 8.05.

(c) no Active Member shall nominate more than nine (9) persons as Directors in each election year and in the event of a second nomination in breach of this paragraph it shall be rejected by the Executive Secretary of the Corporation and the nominators and the nominee or nominees shall be advised forthwith.

8.07 Notice of Nominations

Notice of all nominations, in alphabetical order shall be included with the notice calling the Annual Election Meeting to the Active Members not less than twenty-one (21) days prior to the Election meeting.

8.08 Installation of Directors

The Officers and Directors so elected, shall be installed and take office at the Annual Meeting and shall hold office for two (2) years or until their successors have been elected or until their tenure of office shall have otherwise been terminated with these by-laws.

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ARTICLE 9

ELECTION PROCEDURE

9.01 Chief Returning Officer

The election of Officers and Directors shall be conducted by the Chief Returning Officer who shall be appointed by the Board of Directors.

9.02 Election Necessary

There shall be an election if more than nine (9) persons are nominated.

9.03 No Election Necessary

If no election is called pursuant to the provisions of Section 9.02 hereof for the office of Directors, the Chairman at the Annual Meeting shall declare all nominees as elected.

9.04 Ballot Distribution

Not less than 21 days before the day of the Annual Election Meeting, the Board of Directors shall cause the following to be sent to each Active Member by prepaid ordinary mail or by delivery to the office of such Member at his address as shown in the records of the Corporation:

(a) Notice of the Annual Election Meeting with the time, date and place of the meeting;

(b) Notice of Advance Voting with the time, date and place of such; and

(c) One (1) ballot, containing the names of all persons nominated and eligible for election.

9.05 Advance Voting

Any Active Member wishing to vote in advance of the Annual Election Meeting may vote in person as follows:

(a) the ballot shall be completed and sealed;

(b) the sealed ballot shall be delivered in person with the necessary identification to the Advance Voting location at a time and place to be determined by the Board of Directors.

(c) The Advance Voting poll station shall be open to receive the ballots for a period of time equal to the length of time set aside for the Annual Election.

(d) The Chief Returning Officer shall maintain and post on the day of the Annual Election a list of all members who have cast their vote at the Advance Voting poll.

All ballots cast at the Advance Voting poll shall be delivered unopened to the Chief Returning Officer who shall not open them until after the closing of the Annual Election Meeting.

9.06 Annual Election

Any Active Member wishing to vote at the Annual Election Meeting may vote in person as follows:

(a) the ballot shall be completed and sealed;

(b) the sealed ballot shall be delivered in person together with the necessary identification to the Chief Returning Officer or one of the scrutineers;

(c) where the member is qualified to vote, the sealed ballot shall be endorsed as acceptable and otherwise such ballot shall be endorsed as not acceptable. Only qualified members shall be allowed to cast their vote. All disputes shall be referred to the Chief Returning Officer whose decisions shall be final.

9.07 Forms

Ballots and identification forms shall be in such form as may be determined by the Board of Directors from time to time.

9.08 Vote Irrevocable

The voting in person shall constitute the vote of the Qualified Voting Member concerned and shall be irrevocable.

9.09 Ballot Count

After the closing of poll station at the Annual Election Meeting, under the supervision of the Chief Returning Officer, each return shall be opened and counted.

(a) A ballot to be a good and valid ballot must be a ballot containing the names of all persons nominated and eligible for election; and

(b) Have not more than nine (9) votes.

and a vote improperly cast as to any of the foregoing shall not be counted and a vote properly cast as to any of the foregoing shall be counted.

9.10 Election Results

The member obtaining the most votes shall be declared elected. The member obtaining the next highest number of votes shall be also declared elected. This shall be repeated until nine members are elected. In the case of a tie for the last position, the result shall be determined by the toss of a coin administered by the Chief Returning officer and witnessed by the scrutineers.

9.11 Retention of Documents

Ballots and identification forms used in connection with the Advance Voting and the Annual election Meeting shall be retained in the custody of the Chief Returning Officer for thirty (30) days following the Annual Election Meeting and thereafter shall be destroyed unless there shall then be an unresolved controversy respecting the conduct of the said election raised by a written notice received by the Corporation from a Qualified Voting Member.

ARTICLE 10

VOTING RIGHTS

10.01 Active Member

Each Active Member shall be entitled to one vote at all Meetings of Members.

10.02 Other Members

Associate, and Honorary Members shall not be entitled to vote at Meetings of Members.

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ARTICLE 11

MEETINGS OF THE CORPORATION

11.01 Annual Meeting

The annual Meeting of the Members of the Corporation shall be held in the first week of January of each year or so soon thereafter as practicable and in any event not more than fifteen (15) months after the holding of the last preceding Annual Meeting.

11.02 Business at Annual Meeting

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented. The Officers and Directors elected at the last preceding Annual Election Meeting shall be installed. The auditors shall be appointed for the ensuing year.

11.03 Annual Election Meeting

The election of Directors and of certain Officers for the next year shall be held at the Annual Election Meeting. The Annual Election Meeting shall be held on such date and at such time and place as the Board of Directors shall determine; provided, however, that it shall be between the 1st and 15th of December of the year preceding the year for which such Directors and Officers are to hold office.

11.04 General Meetings

There shall be at least one (1) General Meeting of the Members of the Corporation in each calendar year in addition to the Annual Meeting and the Annual Election Meeting.

11.05 Special General Meeting

(a) Special General Meetings of the Members of the Corporation shall be called by the President forthwith upon written request of five (5) or more Directors or upon written request of not less than one-tenth of the members entitled to vote at the meeting proposed to be held for any purpose connected with the affairs of the corporation that is not inconsistent with these by-laws.

(b) If the directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

(c) A meeting called under this section shall be called nearly as possible in the same manner as meetings of members are called under the by-laws, twenty-one (21) days notice is sufficient for the calling of such meeting. The requisition shall state the nature of the business to be transacted at the meeting and shall be signed by the requisitionists.

(d) Any reasonable expenses incurred by the requisitionists by reason of failure of the directors to call such meeting shall be repaid to the requisitionists by the corporation, unless at such meeting the members by a majority of the votes cast reject the repayment to the requisitionists.

(e) At a meeting called under this section, only the business stated in the notice calling such meeting may be transacted.

11.06 Place of Meeting

The Annual Meeting and the Annual Election Meeting and any other meeting of the Members of the Corporation shall be held at such place in Metropolitan Toronto or Mississauga as the Board of Directors may determine and, subject to the provisions of Section 10.01 and 10.02 hereof, on such day and at such time as the Board of Directors may determine.

11.07 Notices

All meetings of the Corporation shall be deemed duly called if notice thereof is given as in these By-laws provided.

11.08 Time of Notice

In the case of the Annual Meeting, General Meeting, Special General meeting and the Annual Election Meeting of the Corporation, notice shall be given not less than twenty-five (25) days prior to the date of such meeting.

11.09 Time of Notice

In the case of any other General Meeting of the Members of the Corporation notice shall be given not less than ten (10) days prior to the date of such meeting.

11.10 Method of Giving Notice

Notwithstanding any other provision of these Bylaws any notice, whether of a meeting or otherwise, required or permitted to be given pursuant to these By-laws shall be deemed to have been sufficiently given by mailing the same prepaid ordinary mail directed to a Member at his address as shown in the records of the Corporation. Any notice delivered to a Member shall be deemed to have been sufficiently delivered if delivered to a drop-off point established by standing agreement between the Active Member and the Corporation for the delivery of communication from the Corporation.

11.11 Meetings not Invalidated

The Corporation shall use its best efforts to assure that all Members are given notice herein provided, but no meeting or any act, matter or thing done at such meeting shall be invalidated or in any way adversely affected because one or more Members were not given notice as herein provided.

11.12 Meetings not Invalidated

No error or omission in giving notice of any meeting of Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

11.13 Quorum

(a) Thirty three and one third percent (33 1/3%) of the persons who are Active Members present in person at any meeting of the Corporation shall constitute a quorum.

(b) If there are not sufficient Active Members to constitute a quorum at any members meeting, the same meeting shall be adjourned and resumed two weeks hence with the same agenda, at which a quorum shall not be required.

11.14 Proxy

The use of proxies for any purpose shall not be allowed.

11.15 Attendance at Meetings of the Corporation

Serbian and Canadians of Serbian origin who are not members of the Corporation may attend any meeting of the members of the Corporation if there is room, but will not be entitled to participate in the meeting or vote.

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ARTICLE 12

DUTIES AND POWERS OF DIRECTORS AND OFFICERS

12.01 Directors to Administer Affairs of the Corporation

The Board of Directors shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and generally exercise all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do. Without limiting the generality of the foregoing, the Board of Directors shall have the exclusive management of the finances of the Corporation.

12.02 President

The President shall be the Chief Executive Officer of the Corporation shall if present preside at all meetings of Members of the Corporation, of the Board of Directors and of the Executive Committee. In the absence of the President, either Vice-President shall perform the duties of President. In the absence of the President and both Vice-Presidents a Chairman shall be appointed by the Board of Directors to preside at any meeting of Members of the Corporation, of the Board of Directors or of the Executive Committee.

12.03 Vice-Presidents

The Vice-President in order of seniority (as determined by the Board) shall be vested with all the powers and shall perform all duties of the President in the absence of disability or refusal to act of the President. The Vice-President shall also have such other powers and duties, if any, as may from time to time be assigned to him by the Directors.

12.04 Secretary

(a) The Secretary of the Corporation shall perform such duties as are outlined in these Bylaws or as may be assigned by the Board of Directors from time to time.

(b) The Secretary of the Corporation shall issue or cause to be issued notices for all meetings of the members and the directors when directed so to do. He shall have charge of the minute books and seal of the Corporation. He shall sign with the President or other signing officer or officers of the Corporation such instruments as require his signature and shall perform such other duties as the terms of his engagement call for or the Directors may from time to time properly require of him.

The Secretary of the Corporation or some other officer specially charged with the duty shall keep or cause to be kept a book or books or other suitable records wherein shall be kept recorded:

(i) A copy of the Letters Patent and any Supplementary Letters Patent issued to the Corporation and the by-laws of the Corporation duly authenticated;

(ii) the names, alphabetically arranged, of all persons who are or have been members of the Corporation;

(iii) the post office address of every such person, while such member;

(iv) the names, post office addresses and callings of all persons who are or have been Directors of the Corporation with the date at which each person became and/or ceased to be such a Director.

12.05 Treasurer

(a) The Treasurer shall have the care and custody of all funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or with such depository or depositories as the directors may direct. He shall at all reasonable times exhibit his books and accounts to any two (2) directors upon application at the office of the Corporation during business hours.

(b) He shall sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by the directors. He shall be required to give such bond as the directors in their uncontrolled discretion may require and no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

12.06 Past President

The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him by the President.

12.07 Other Officers

(a) The duties of all other officers of the Corporation shall be such as the terms of their engagement call for as the Board requires of them. Any powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by the assistant, unless the Board of Directors otherwise direct.

(b) If the office of President, Vice-president, Secretary (or Assistant Secretary), Treasurer (or Assistant Treasurer), one or more, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors by resolution providing that a quorum exists, may elect or appoint an officer to fill such vacancy.

12.08 Appointments

The President shall have the power to appoint a Director as a Member of each Standing Committee.

12.09 Fill Vacancies

The office of a Director shall be vacated:

(a) if he becomes bankrupt or suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;

(b) if he becomes mentally incompetent;

(c) if he ceases to have the necessary qualifications for office;

(d) if he is absent without leave of the Directors from four (4) consecutive regular meetings of the Board of Directors;

(e) if he ceases to be a member of the Corporation

(f) if by notice in writing to the Corporation he resigns; or

(g) if by resolution passed by at least a majority of the votes cast at a meeting of the members called for that purpose, he is removed from office.

12.10 Ex Officio Membership

The President shall be ex officio a Member of all Committees.

12.11 Special Committees

The President with the approval of the Board shall have power to create special committees from time to time and to determine the membership of such committees.

12.12 Signing Officers

The signing officers of the Corporation shall be any two (2) of the President and two (2) Vice-Presidents together with the Secretary and Treasurer of the Corporation.

12.13 Committee Secretaries

The president, with the approval of the Board of Directors shall appoint the following:

- (a) Secretary of the Arbitration Committee
- (b) Secretary of the By-laws Committee
- (c) Secretary of the Education Committee
- (d) Secretary of the Finance Committee
- (e) Secretary of the Membership Committee
- (f) Secretary of the Publicity Committee
- (g) Secretary of the Artistic Committee
- (h) Secretary of the Personnel Administration Committee
- (i) Secretary of other committees as required

and such persons so appointed shall perform such duties as are outlined in these By-laws or as may be assigned by the Board of Directors from time to time.

If the office of Secretary of a Committee is vacant or if the Secretary of a Committee is absent or unable to act, such duties shall be performed by the President.

12.14 Bonding

The signing officers of the Corporation shall give bonds in such amounts respectively as may be required by the Board of Directors from time to time, and such others of the staff be bonded as the Board of Directors may consider necessary, and the cost of all such bonds shall be paid by the Corporation.

12.15 Absence from Meetings

Any Director being absent from four (4) consecutive meetings of the Board of Directors shall be deemed to have resigned as a Director.

12.16 Indemnification of Directors

Every Director or Officer of the Corporation and his heirs, executors, administrators and assigns respectively, shall from time to time and at all times be indemnified, reimbursed and saved harmless out of the funds of the Corporation:

- (a) from and against all loss, costs, damages, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution or intended or purported execution of duties of his office except such loss, costs, damages, charges and expenses as are occasioned by his own wilful and improper act or default, and

(b) for or in respect of all or any actual expenses, costs or charges which shall be deemed to include travelling, registration and hotel expenses incurred by the said Director or Officer in or about the execution or purported execution of his duties to the extent permitted and authorized by resolution or resolutions of the Board of Directors from time to time.

12.17 Employment of Personnel

(a) The Board of Directors may from time to time, upon the recommendation of the Personnel Committee, appoint instructors for the purpose of teaching dancing, music, acting and such, as required.

(b) Such appointments shall be for a one year term or until their successors are appointed. The remuneration of such employees shall be decided by a two-thirds (2/3) vote of the Directors taken at a regularly constituted meeting of the Board of Directors.

(c) All employee appointments and/or contracts shall be for a term not exceeding one (1) year and shall be reviewed and approved by the Board on an annual basis.

(d) All payments to any member of the Corporation shall be separately identified, by individual, in the annual financial statement.

(e) The Board of Directors shall not enter into any contract or agreement for a term exceeding one calendar year without the approval of two-thirds (2/3) of the votes of members eligible to vote at an annual or other meeting, notice of which shall include notice of intention to seek such authority.

12.18 Signing of Contracts

The Board of Directors shall not enter into any contract or agreement for a term longer than one year without the approval of two-thirds (2/3) of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

12.19 Signing Authority

For all expenditures the following signing limits shall apply;

(a) The Treasurer and any other officer shall have signing authority for up to \$250.00.

(b) For amount exceeding \$250.00 but less than \$500.00 the signing authority shall be the Treasurer and one Vice-President.

(c) For amounts exceeding \$500.00 but less than \$1000.00 the signing authority shall be the Treasurer and the President.

For amounts exceeding \$1000.00 but less than \$10,000 the President shall seek approval of two-thirds (2/3) majority vote of the Directors taken at a regularly constituted meeting of the Board of Directors.

12.20 Cheques

All cheques, bills of exchange or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two officers and in such manner as herein provided.

12.21 Deposit of Securities for Safe Keeping

The securities of the Corporation shall be deposited for safe-keeping with one or more bankers, trust companies or other financial institution to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be selected as custodians of the securities shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

12.22 Borrowing.

The Board of Directors may, with a two-thirds (2/3) majority vote of the Directors taken at a regularly constituted meeting of the Board of Directors, from time to time borrow up to a maximum of \$10,000 without the prior approval of a general meeting of members;

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

From time to time the Board of Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

12.23 Inspection

The Board of Directors shall from time to time determine at what times and places and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of members not being directors. The inspection of the Corporations books shall be made available to all members at least twice annually during normal office hours or by mutual agreement.

ARTICLE 13

VACANCIES IN OFFICE

13.01 Director

In the event of any vacancy however caused or occurred in the Board of Directors, such a vacancy may, so long as there is a quorum of directors then in office, be filled by the directors from among the members of the Corporation in good standing if they shall see fit to do so; otherwise such vacancy shall be filled at the next meeting of members; and any such director appointed or elected to fill such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy..

13.02 President

If the office of President becomes vacant the Vice-President with the longest consecutive service in that office who is willing to serve shall become President. In the event that two (2) Vice-Presidents shall have equivalent service and are both desirous of serving, the Directors shall by secret ballot elect one (1).

13.03 Vice-President

If the office of one (1) of the Vice-Presidents becomes vacant the Directors shall by secret ballot elect as Vice-President a Member of the Executive Committee.

ARTICLE 14

MEETINGS OF DIRECTORS

14.01 Regular Meetings

The Directors shall meet at such time and place as the President, or in his absence either Vice-President acting in his stead, may decide; provided, however, that the Directors shall meet at least once in every calendar month.

14.02 Meetings on Request

The President, or in his absence either Vice-President acting in his stead, shall call a meeting of Directors upon the written request of any five (5) Directors, notice of such meeting to be given as soon as practicable after the delivery of such request.

14.03 Quorum

Five (5) Directors present at any duly constituted meeting of Directors shall constitute a quorum for the transaction of business.

14.04 Notice

Five (5) days (excluding Saturdays and holidays) notice in writing of any meeting of Directors shall be given to each Director. No formal notice of any Directors meeting shall be necessary if all the Directors are present and consent to the holding of the meeting or if those absent have, in writing, signified their consent to the meeting being held in their absence.

14.05 Mailed Notice

Such notice shall be deemed to have been sufficiently given by mailing the same by prepaid ordinary mail to each Director at his address as shown in the records of the Corporation.

14.06 Adjournment

Any meetings of the Board of Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

14.07 Order of Business at Directors Meetings

The order of business at any meeting of the Board of Directors shall, subject to any alteration made by a majority vote of the Directors present at any meeting, be as follows:-

- (a) Reading the notice calling the meeting and proof of service thereof.
- (b) Reading the minutes of the last meeting of the Directors and confirming same.
- (c) Receiving reports.
- (d) Unfinished business.
- (e) New business.

14.08 Actions by Directors

Wherever in these By-laws anything is required or permitted to be done by the Directors or by the Board of Directors it shall be done at a regularly constituted meeting of the Board of Directors.

14.09 Resolutions

Unless otherwise expressly provided, wherever in these By-laws anything is required or permitted to be done by the Board of Directors, it may be done by resolution passed by a majority of the Directors present and voting at a regularly constituted meeting of the Board of directors.

14.10 Special Resolutions

Unless otherwise expressly provided, wherever in these By-laws anything is required or permitted to be done by two-thirds (2/3) of the Board of Directors, it may be done by resolution passed by two-thirds (2/3) of the Directors present and voting at a regularly constituted meeting of the Board of Directors.

14.11 Unanimous Resolutions

Unless otherwise expressly provided, wherever in these By-laws anything is required to be done by unanimous vote of the Board of Directors it may be done by resolution passed unanimously by all of the Directors present and voting at a regularly constituted meeting of the Board of Directors.

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ARTICLE 15

COMMITTEES OF THE CORPORATION

15.01 Number of Members and Quorum

Subject as hereinafter provided, each Standing Committee shall consist of at least five (5) persons who are Members, one (1) who shall be a Director of the Corporation who shall serve as Chairman of the Committee. Only Active Members shall be eligible to serve on any Committee. Unless otherwise in these By-laws provided, two (2) Members of a Committee, in addition to the Chairman of the meeting shall constitute a quorum. If the Chairman is present he shall serve as Chairman of the meeting. In his absence the meeting shall appoint a Chairman from those present.

15.02 Names of Committees

The following Standing Committees shall be appointed by the Board of Directors each year following the Annual Election Meeting, the Members of such Committees to serve for one (1) year or until successors have been appointed (whichever occurs first):

1. Arbitration
2. Bylaws
3. Education
4. Finance
5. Membership
6. Publicity
7. Artistic
8. Personnel Administration

15.03 Arbitration Committee

The persons comprising the Arbitration Committee shall all be Active Members. The duties of the Arbitration Committee shall be as defined in Article 16 hereof.

15.04 By-laws Committee

The persons comprising the By-laws Committee shall be Active Members. The duties of the Committee shall be to examine and report to the Board of Directors on any suggested amendment of the By-laws of the Corporation and to suggest amendments therein for the benefit of the Corporation.

15.05 Education Committee

The duty of the Education Committee shall be to make recommendations to the Board of Directors on all matters of an educational nature.

15.06 Finance Committee

The duties of the Finance Committee shall be the following:

(a) as soon as practicable after the appointment of the Members of the Committee, to draw up a budget for the current year for submission to the Board of Directors;

(b) to review and, if deemed appropriate, approve for submission to the Board of Directors, all expenditures of the Corporation; provided, however, that the provisions of this Section shall in no way limit the power of the Board of Directors to initiate, approve and make, expenditures apart from those approved and recommended by the Finance Committee;

(c) to review and, if deemed appropriate, approve the monthly financial statement prepared for the Corporation;

(d) to consider and suggest new methods of obtaining revenue.

15.07 Membership Committee

The duties of the Membership Committee shall be to investigate and consider the eligibility and qualification of applicants for membership in the Corporation and to report in writing to the Board of Directors their approval or disapproval of all applicants for membership.

15.08 Publicity Committee

The duties of the Publicity Committee shall be:

(a) to promote and secure the publication of information relative and helpful to the Corporation affairs;

(b) the publication of the Corporations newsletter.

15.09 Artistic Committee

The duties of the Artistic Committee shall be to review and recommend to the Board of Directors the artistic content of all cultural and ethnic programs produced by members of the Corporation.

15.10 Personnel Administration Committee

The Personnel Administration committee shall at appropriate periodic intervals review and recommend to the Board of Directors, the adoption of suitable policies for the use of the Corporation in relation to it's employees, including without limitation, duties, responsibilities, remuneration, holidays and other benefits.

ARTICLE 16

ARBITRATION COMMITTEE

16.01 Number on Committee

The Arbitration Committee shall consist of not less than five (5) persons, and as arbitrators shall serve without compensation.

16.02 Arbitrator Restrictions

No member of this Committee shall serve as arbitrator in any dispute:

(a) if he has any personal or financial interest in the dispute;

(b) if he is related to either party.

16.03 Case Files

The Arbitration Committee shall have custody of and preserve the files in all cases arbitrated, and all such files or records shall be regarded as confidential, and shall be open only to the Arbitration Committee, the Board of Directors and the parties involved.

16.04 Decision Binding

All Members of the Corporation shall be conclusively deemed for all purposes and at all times after having become Members to have agreed with the Corporation and every Member thereof, to submit to arbitration as hereinafter provided, all disputes (as hereinafter defined) with any other Member or Members. The Award of the Arbitrators shall be conclusive and binding upon any and all Members who are parties to any such dispute and all parties shall act in compliance therewith.

16.05 Filing Complaint

Any Member (hereinafter called the "Claimant") may file a written complaint which involves or may involve any other Member may file a claim in letter form signed by the Claimant, addressed to the Chairman of the Arbitration Committee. Such Claim shall contain a brief and concise statement of the subject and shall state that the Claimant will abide by the Award of the Arbitrators.

16.06

Notification of Complaint to Defendant

Upon receiving a Claim, the Secretary of the Arbitration Committee shall notify the Member or Members against whom the claim is made (hereinafter called the "Defendant") and shall with such notice transmit to the Defendant a copy of the Claim. The Defendant shall within twenty (20) days of the sending of such notification and copy of Claim or within such further time as the Chairman of the Committee may allow, deliver a Defence in writing. Such Defence shall:

(a) be in letter form addressed to the Chairman of the Arbitration Committee;

(b) be delivered to the Secretary of the Arbitration Committee;

(c) contain a brief and concise statement of Defence;

(d) state that the Defendant will abide by the Award of the Arbitrators.

The Secretary of the Arbitration Committee shall forthwith mail a copy of such Defence to the claimant.

16.07

Failure to Defend

If the Defendant fails to deliver such a Defence within the limited time, or fails or refuses to appear at the hearing hereinafter provided, the Arbitrators may proceed to hear and determine the matter upon the Claimant's own showing.

16.08

Notice of Hearing

After the time limited for delivery of the Defence the Chairman of the Committee shall fix a time and place for the hearing and notice thereof shall be mailed to the parties at least fourteen (14) days in advance of such date.

16.09

Negotiation

Before giving notice of hearing the Chairman of the Committee may request the Claimant and Defendant by notice in writing to attend a meeting to discuss the dispute in a preliminary way and in an endeavour to encourage a settlement of the dispute without the necessity of proceeding to a hearing.

16.10 Number of Arbitrators

Any such hearing may be conducted by Arbitrators as herein provided. Such Arbitrators shall not be less than three (3), plus a chairman to be appointed by the Chairman of the Arbitration Committee. Such chairman so appointed shall preside at the hearing but shall not vote save for a deciding vote in a case where such a deciding vote is required in order to arrive at an award.

16.11 Powers of Arbitrators

The Arbitrators shall have all of the powers of arbitrators under the Arbitrators Act of Ontario. Without in any way limiting the generality of the powers so conferred the Arbitrators may:

- (a) adjourn any hearing from time to time;
- (b) proceed in such manner as they may deem proper and without being bound by the rules of evidence or other legal rules;
- (c) receive evidence otherwise than under oath;
- (d) require either party to the Arbitration to file with the Secretary of the Arbitration Committee forthwith after the conclusion of the hearing a statutory declaration concerning any fact in issue in the arbitration.

16.12 Witnesses

The parties to any such Arbitration shall not be entitled to call as witnesses, nor otherwise have in attendance at the hearing, any person who was not, at the time the events giving rise to the dispute occurred, a member of the Corporation, nor shall the Arbitrators be required to hear evidence of any such person. Provided, however, that either party may submit, and Arbitrators may receive, the statutory declaration of any person, not a Member of the Corporation, with respect to any of the facts in dispute in the Arbitration. A party intending to file such statutory declaration shall give to the other party and to the Secretary of the Arbitration Committee of the Corporation notice in writing of his intention so to do.

Such notice shall:

(a) be delivered to the Secretary of the Arbitration Committee and to the other party;

(b) include the name of the person or persons whose declaration is to be filed;

(c) contain a concise statement of the facts sought to be proved thereby;

(d) be delivered to the Secretary of the Arbitration Committee and to the other party no later than the day upon which notice of hearing is mailed by the Secretary of the Arbitration Committee as herein provided or at such later time as the Chairman of the Committee may allow.

16.13 Award of Arbitrators

An Award concurred in by the majority of the Arbitrators, with the deciding vote of the Chairman where necessary, shall constitute the Award of the Arbitrators. The Arbitrators by their Award may:

(a) dismiss the claim;

(b) direct such dispute as to them seems proper.

16.14 Form of Award

The Award shall be;

(a) in writing

(b) signed by the Arbitrators and the Chairman;

(c) delivered forthwith to the Secretary of the Arbitration Committee.

A copy of the Award shall be mailed forthwith by the Secretary of the Arbitration Committee to the parties affected thereby.

16.15 Failure to Comply with submission or Award

If any Member:

(a) fails to submit to arbitration, as herein provided, any such dispute, and instead proceeds to any action or proceeding at law or in equity, or

(b) fails to comply with any Award within twenty (20) days after notice thereof has been given to him as hereinafter provided,

may be expelled at any subsequent meeting of the Directors, without further proceedings.

16.16 Notice

Any notice and any other material required to be sent to any Member shall be deemed conclusively to have been received by such Member ninety-six (96) hours after the same is mailed to him by prepaid registered post addressed to him at his address as recorded with the Corporation.

16.17 Limits of Arbitration

It is not a function of the Arbitration Committee, nor of Arbitrators under this Article, to deal with conduct of, nor controversies between Members, other than such disputes as are expressly defined in Section 16.04 hereof.

16.18 No Action at Law or in Equity to be Brought by Members

No action or proceeding, either at law or in equity, will be brought by any Member of the Corporation against any other Member or against any servant or agent of the Corporation for, or by reason of, any act, matter or thing done or omitted to be done in pursuance, or purporting to be in pursuance, of this Article. This Section may in any such action or proceeding be pleaded as, and shall constitute, an absolute defence and any such claim for or by reason of any such act, matter or thing shall be conclusively deemed to have been waived by all Members of the Corporation.

17. AUDITORS

17.01 Appointing Auditors

The Auditor shall be appointed by resolution at the Annual General Meeting of the Corporation and shall hold office until the next Annual Meeting following the appointment or until his successors is appointed, unless previously removed by resolution in a General Meeting or by the Board of Directors.

17.02 Remuneration

The remuneration of the auditor shall be approved by the Board of Directors.

17.03 Auditors Duty

The Auditor shall be supplied with a copy of the balance sheet and it shall be his duty to examine the same with the accounts and vouchers relating thereto.

17.04 Auditors Access to Books

The Auditor shall have a list delivered to him of all books kept by the Corporation and shall at all reasonable times have access to the books and accounts of the Corporation.

17.05 Auditors Right to Attend Meetings

The Auditor of the Corporation is entitled to receive notice of and to attend any meeting of members of the Corporation at which any accounts that have been examined or reported on by him are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

17.06 Auditors Annual Report

The Auditor shall make an annual report to the members upon the balance sheet and accounts at the Annual Meeting and in every such report, he shall state whether in his opinion, it is a full and fair balance sheet and properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs.

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ARTICLE 18

Effective Date and Repeal

18.01 Effective Date

This By-Law shall come into effect when it is duly ratified, sanctioned, approved, confirmed and consented to by the members as By-Law Number One of the Corporation enacted by the Corporation Executive on the 12th day of March, 1988.

18.02 Past acts not Invalidated

The enactment of this By-Law shall not invalidate any past acts of the Corporation Executive or of the members, it being the intention that this By-Law shall speak only from the date when the same is duly ratified, sanctioned, approved, confirmed and consented to by the members without in any way effecting any resolution duly passed or enacted or any act done or any right existing, acquired, established accruing or accrued before the enactment of this By-Law.

18.03 Amendments and Repeal

(a) These By-laws may be amended or repealed in whole or in part by a two-thirds (2/3) vote of the Board of Directors at any regularly constituted Meeting of Directors provided that five (5) days' notice in writing of any proposed change shall have been given to all Directors. Any such notice of the proposed change may be amended at any Meeting of Directors at which the same is to be dealt with provided all members of the Board of Directors give their consent in writing to such amendment.

(b) No such amendment or repeal shall become effective until confirmed by a two-thirds (2/3) majority vote of the eligible members at a General Meeting of the Members duly called for that purpose.

(c) Unless expressly otherwise provided, no such amendment or repeal shall extinguish any debt or obligation of any Member to the Corporation or to any other Member, arising or existing under any By-law or part thereof as the same existed prior to such amendment or repeal.

By-law Amendments and specifications

MEMBERSHIP FEES

- 1) Membership can be paid in multiple instalments to a maximum of 12, as long as it is paid in its entirety by January 31st, which is the annual deadline for membership payment.
_ if a member would like to pay their membership in 12 instalments, they would need to provide post-dated cheques for each month in advance to the Treasurer of the corporation by February 15th of the current year.
- 2) Membership can partially be worked off and partially paid off, as long as it is paid off in this combination by January 31st of the year for which it is being paid.
 - a) for each hour worked, \$20 is to be applied to the amount owed for membership, until the complete amount owing is paid off.
 - b) An excess of volunteer hours that is worked by January 31st of the current year cannot be used in payment of membership for the next year.
 - c) work for membership of the following year begins February 1st of the current year.
 - d) if, for whatever reason, a member passes up an offer by the Board of Directors to volunteer more than once, they will again be offered an opportunity to volunteer only if there are not enough available members.
- 3) The due amount of annual membership is as follows:
 - a) for members over 65 years of age- \$100.00 monetary payment
 - b) for active members of the youth folklore ensembles that pay for dance instruction-\$100.00 monetary payment
 - c) for all other members-\$500.00 (minimum \$200.00 monetary payment) ; paid off in the following manners:
_ \$200.00 plus 15 volunteer hours **OR**
_ \$200.00 plus \$300.00 paid off as a combination of monetary payments and volunteer work which amounts to less than 15 hours **OR**
_ \$500.00 monetary payment (for which the member is then not required to do volunteer work)
- 4) Prior to their membership acceptance, new members are required to pay \$200, and the balance of the membership can then be paid and/or worked off with the same choices as older members.
- 5) The President of the association/corporation is required to determine directors or members of the corporation who would coordinate the needed number of volunteers, to create arrangements with volunteers, and to coordinate with the Treasurer and Secretary of the association to provide appropriate evidence of volunteer activity and manner of paying off membership fees.
- 6) Whether executed in the SCA Oplenac building or not, volunteer activities are acknowledged, recognized and noted by the Board of Directors during regular directorial meetings.

Proposed on February 06, 2009

Adapted on March 01, 2009- Annual meeting of the members of the Corporation

By-law Amendments and specifications

NOMINATION, ELECTION AND INSTALATION OF DIRECTORS

- 1. Nine (9) directors shall be elected for a term of two (2) years.**
- 2. Retiring Directors shall be eligible for re-election to the Board of Directors for one (1) additional term of two (2) years.**
- 3. Upon serving for two (2) consecutive terms in office, a director shall not be eligible for re-election for a further one (1) term unless elected by the Board of Directors as explained under part 4.**
- 4. Upon serving for two(2) consecutive terms in office, a director can be elected to the Board of Directors without pausing one(1) term by the Board of Directors, so long as there is a quorum of directors then in office, in the event when the elected Board consists of less than nine elected directors and in the event of any vacancy however caused or occurred in the Board of Directors.**

Proposed on February 07, 2013

Adapted on March 03, 2013- Annual meeting of the members of the Corporation

By-Law Amendments and Specifications

METHOD OF GIVING NOTICE

In addition to the method of giving notice by ordinary prepaid mail any notice of meeting or otherwise shall be considered to have been sufficiently given by e- mailing the same to a member at his e- mail address as shown in the records of the Corporation.

The secretary of the Corporation or some other officer specially charged with the duty shall keep the record of the e- mail addresses of all persons who are or have been members of the Corporation.

Proposed on February 04, 2014

Adapted on March 02, 2014 –Annual meeting of the members of the Corporation