

COMMUNITY LIVING SOUTH HURON

BY-LAWS

A By-Law relating generally to the transaction of the affairs of Community Living South Huron, herein known as CLSH.

BE IT ENACTED as a By-Law of CLSH as follows:

ARTICLE 1 - DEFINITIONS

In this by-law, unless the context otherwise requires:

- a) “Act” means the Ontario *Not-for-Profit Corporations Act*, 2010 and its regulations, as amended from time to time;
- b) “Articles” means the Articles of Incorporation of the Association, as amended from time to time.
- c) “Association” or “CLSH” means Community Living South Huron, a not-for-profit corporation duly incorporated in the Province of Ontario;
- d) “Board” means the Board of Directors of the Association;
- e) “By-laws” means this by-law and its schedules, as amended from time to time;
- f) “Chair” means the chair of the board, as elected in accordance with Article 21
- g) “Director” means a member of the Board;
- h) “Executive Director” means the employee of the Association who has been duly appointed by the Board to serve in this capacity at the Association;
- i) “Family” means the family of anyone supported by the Association and shall include any of the following: wife, husband, child, common-law spouse, mother, father, brother, sister, mother-in-law and father-in-law;
- j) “Member” means a member of the Association as defined at section Article 4;
- k) “Members” means the collective membership of the Association;
- l) “Officer” means an Officer of the Association, as described at Article 21

ARTICLE 2 – HEAD OFFICE

The head office of CLSH shall be in the municipality of Bluewater in the village of Dashwood, in the County of Huron, in the Province of Ontario or at such place therein as the Directors may from time-to-time determine.

ARTICLE 3 – SEAL

The Seal, an impression whereof is stamped on the margin hereof, shall be the Corporate Seal of CLSH.

ARTICLE 4 – MEMBERSHIP

Membership in the Association shall be available to individuals interested in furthering the policies, purposes, and objects of CLSH and who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board. Members shall pay dues to the Association in accordance with Article 5.

Each member shall be entitled to receive notice of, attend, and vote at all meetings of the Members of the Association.

Membership in the Association is not transferrable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

The Board may decide to terminate or otherwise censure a member where it is determined the member has not acted in the interests of CLSH.

Membership is not transferable.

Article 4a – Disciplinary Procedures.

Where a CLSH member has not acted with the interests of CLSH, any member may inform the Executive Director or any of the Board Executive team. The Board Executive will review the situation and may decide to make notice of the situation to the Board and recommend disciplinary action up to and including membership termination. If it is decided to pursue disciplinary measures, the Board Executive will inform the individual at least 15 days prior to the next Board meeting and add it to the agenda for the next meeting. The individual may respond in person or in writing to the Board at that next meeting. A vote will be held to accept or deny the Board Executive's recommendation after reviewing the situation and the individual's response.

ARTICLE 5 – DUES

The dues or fees payable by members shall be set by the Board of Directors and confirmed by a vote of the members at an annual or any other general meeting.

Membership fees shall be payable upon application for membership and thereafter on January 1st of each calendar year. The board may vote to increase or decrease the fees. Members shall be notified of the dues or fees at any time payable by them, and if any are not paid by the day following the next Annual Meeting, the members in default shall thereupon automatically cease to be members of CLSH, but any such members may, on payment of all unpaid dues or fees, be reinstated.

ARTICLE 6 – ANNUAL AND OTHER MEETINGS OF MEMBERS

The Annual or any other General Meeting of the members shall be held at the Head Office of CLSH or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint. The AGM will be held no later than 15 months after the previous one.

At every Annual Meeting, in addition to any other business that may be transacted, the following items will be included as part of the agenda:

- * the report of the Directors,
- * the financial statement and the report of the auditors.
- * the election of a Board of Directors,
- * the appointment of the auditors for the ensuing year.

Any member may submit proposals to the agenda prior to the meeting

The business conducted by the Board of Directors during the year must be approved on a motion of two members who are not part of the Board of Directors. The business to be transacted at the Annual Meeting will be specified in the notice and may include other business which is pertinent to the interests of the membership and which may properly come before the Annual Meeting without prior notice.

The AGM will be open to CLSH members and their immediate family members, Clients and their support workers, the Board of Directors and the appointed auditor. Any member may invite non-members or family members.

Special Membership Meetings of the membership may be called at any time by the Board of Directors or at the written request of twenty (20) paid up members of the Association. The business to be transacted at Special Membership Meetings shall be limited to that specified in the notice of a meeting. Special Membership Meetings will be open to CLSH members only, the Board of Directors and the appointed auditor. Invitation of non-members to Special Meetings may only be made with permission of the Board Executive.

Only members may vote on scheduled proposals and voting will be conducted by show of hands. There will be no guarantee of electronic means set up to provide for attendance or voting at the AGM or for Special Membership Meetings, however the Board Executive may choose to set up those means from time to time.

The rules contained in the 'Call To Order' shall govern the deliberation at all meetings of CLSH unless otherwise stated in the By-Laws.

Staff members of CLSH may serve as consultants to the Board of Directors or committees but shall have no vote nor hold an elected office.

ARTICLE 7

A – NOTICE OF MEETINGS

Neither public notice nor an advertisement of members' meetings shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by mail, electronic medium and/or advertising in the newspaper between 10 and 50 days before the time fixed for the holding of such meetings. The financial statements and Auditors Report will be circulated to the membership at least 21 days prior to the AGM. Any meetings of members may be held at any time and place without such notice if all members of CLSH are present.

7 B – ERROR OR OMISSION IN NOTICE

No error or accidental omission in giving notice of any annual or general meeting of the members of CLSH shall invalidate such meeting or make void any proceedings that have taken place. For the purpose of sending notice to any member, Directors or officers for any meeting or otherwise, the address of any member, Director or Officer shall be the last address recorded on the books of CLSH.

ARTICLE 8 – ADJOURNMENTS

Any meetings of the member or the Board of Directors may be adjourned at any time, at the discretion of the Chair, who must also state the time, date and place when the meeting is to be reconvened to conclude its unfinished business.

ARTICLE 9 – QUORUM OR MEMBERS

A quorum for the transaction of business at any meeting of members shall be the majority of the members entitled to vote at the meeting

ARTICLE 10 – VOTING MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of CLSH, each member of CLSH shall at all meetings of the members be entitled to one vote and may vote by proxy. Only a member may hold such proxy and, before voting, shall produce and deposit with the Treasurer a written consent from the absent member that he/she may vote in his/her stead. No new member shall be entitled either in person or by proxy to vote at meetings of CLSH unless the new member has paid all dues or fees thirty days prior to the meeting.

At all meetings of members every question shall be decided by majority vote of the members present or represented by proxy unless otherwise required by the By-Laws of CLSH or by law. Every question shall be decided in the first instance by a show of hands unless a poll is requested by any member. Upon a show of hands, every member having voting rights shall have one vote and, unless a poll be requested, a declaration by the Chair that a resolution has been carried, or not carried, shall be made after the vote. An entry to that effect shall be placed in the minutes of CLSH and shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. In case of an equality of votes at any meeting of the Association, whether upon a show of hands or at a poll, the Chair shall be entitled to cast a vote or declare the motion lost.

ARTICLE 11 A– BOARD OF DIRECTORS

The affairs of CLSH shall be managed by a minimum of nine (9) and a maximum of fifteen (15) Board Directors, each of whom at the time of the election and throughout the term of office shall be voting members of CLSH.

- 1) Each Director shall be elected by the Membership to hold office for a three-year term and shall hold such office until the third Annual Meeting after being elected.
- 2) Every Director, including those on the Executive, must be re-elected by the membership at the end of each 3-year term if they wish to remain on the board.
- 3) No person may be elected a Director for more than two consecutive terms (each term being of three years duration). If a director wishes to serve additional terms, there will be a 1 year waiting period after the end of the second term before they may seek re-election to the board.
- 4) If at any time during his/her term, a Director is nominated, accepts the nomination and is elected to an Executive position, the following periods will apply:
 - a) 2nd Vice-President – a maximum of two years
 - b) 1st Vice-President – a maximum of two years
 - c) President – a maximum of two years
 - d) Past President – a maximum of two years

Members of the executive are exempt from the 1 year waiting period identified in section 3. If, after having served in all executive positions for the identified terms, that member must observe the 1 year waiting period before seeking re-election after their current term ends.

- 5) No salaried management staff members of CLSH or member of the immediate family of a salaried management employee may hold an elected office in CLSH.
- 6) Nominees for election as officers shall have served as Directors for at least one year. Every Director, Officer and employee of CLSH shall respect the confidentiality of matters brought before the Board, keeping in mind the unauthorized statement could adversely affect the interests of CLSH.
- 7) The Board shall give authority to one or more Directors, Officers or employees of CLSH to make statements to the press or public about matters brought before the Board
- 8) Ideally, the Board shall consist of a combination of parents, relatives of people supported by the Agency and members of the community at large. No staff member may hold elected office until two years after he/she ceased to be a staff member of CLSH Pursuant to ONCA, the following individuals cannot serve as a Director of a corporation:
 - 1) Anyone under age 18
 - 2) A person who is not an individual (i.e. a corporation)
 - 3) A person who has been found incapable of managing property under the Substitute Decisions Act
 - 4) A person who has been found incapable by a Court
 - 5) A person who has the status of bankrupt.

ARTICLE 11B Disciplinary action

Where a CLSH Board of Director has not acted with the interests of CLSH, any member may inform the Executive Director or any member of the Board Executive. They will then review the situation and may decide to make notice of the situation to the Board and recommend disciplinary action up to and including termination. If it is decided to pursue termination measures, the Board Executive will inform the individual at least 15 days prior to scheduling a Special Membership Meeting. The individual may respond in person or in writing at the Special Membership Meeting. A vote will be held to accept or deny the Board Executive's recommendation after reviewing the situation and the individual's response. The Board Executive may suspend the individual during this process.

For lesser disciplinary measures that do not include termination, The Board Executive will review the situation and may decide to make notice of the situation to the Board and recommend disciplinary action up to and including membership termination. If it is decided to pursue disciplinary measures, the Board Executive will inform the individual at least 15 days prior to the next Board meeting and add it to the agenda for the next meeting. The individual may respond in person or in writing to the Board at that next meeting. A vote will be held to accept or deny the Board Executive's recommendation after reviewing the situation and the individual's response. The Board Executive may suspend the individual during this process.

ARTICLE 12 – NOMINATIONS TO THE BOARD OF DIRECTORS

The Board of Directors of CLSH shall, at a meeting held after the Annual Meeting of the members of CLSH begin the recruitment process for new Board members

The Board shall;

- a) Prepare an application for new Board members for circulation at least one hundred and twenty (120) days prior to the annual election.
- b) Receive list of applicants and;
- c) Review to ensure each applicant is attested by at least two voting members and have the written consent of the candidate to serve, if elected. (Candidates must be residents or operate businesses in the defined catchment area of CLSH.)
- d) Determine that such a candidate is one who is acceptable to the Association in accordance with the Ontario Not-for-Profit Corporations Act (ONCA) and the By-Laws of CLSH
- e) Select for nomination from the list of applicants and vote on the final list.
- f) Send to each voting member at least forty-five (45) days before the annual election, the list of applicants approved by the Board of Directors for the recruitment of members to the Board of CLSH.
- g) Announce to the members at the Annual Meeting, as Chair, that nominations to the Board of Directors from the floor of the Annual Meeting shall not be accepted.
- h) Ensure that the Recruitment Committee also prepares a slate of Officers to be voted on by the Board of Directors at the first meeting of the Board following the Annual Meeting.

ARTICLE 13 – INDEMNIFICATION

Every Director or Officer of CLSH and his/her heirs, executors and administrators and estate and effects respectively, shall be indemnified and saved harmless out of the funds of CLSH from and against the following, only if they have acted in good faith, exercised the care, diligence, and skill of a reasonably prudent person, and complied with the legislation and the corporation's bylaws.

- a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about, or as the result of any action, suit of proceeding which is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed or matter whatsoever made, done or permitted by such Director or Officer, in or about the execution of the duties of the office; and
- b) all other costs, charges and expenses that the person sustains or incurs in relation to the affairs of CLSH except such costs, charges or expenses as are occasioned by the person's own willful neglect of default.

The Board of Directors shall be responsible for obtaining and updating Directors and Officers Liability Insurance coverage annually to protect CLSH from any such losses.

ARTICLE 14 – POWERS

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

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time-to-time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by CLSH for such consideration and upon such terms and conditions as they may deem advisable.

ARTICLE 15 – VACANCIES: BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of the maximum number of Directors remain in office, be filled by the Directors if, and as, they see fit to do so. If there is not the maximum number of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy for the unexpired time.

The absence of a Board member from three consecutive meetings, without cause, shall constitute a vacancy on the Board.

A Director ceases to hold office ONLY in the following ways:

- 1) if the director resigns in writing,
- 2) if the director dies,
- 3) if the director becomes bankrupt,
- 4) if the director is found incapable of managing property, or
- 5) if at a meeting of the Members, a resolution is passed by a majority of votes to remove the director from office before the expiration of their term of office.

ARTICLE 16A – QUORUMS AND MEETINGS

Regular Meetings: 51% or greater of the total number of Directors shall form a quorum for the transaction of business except where a Director has declared a conflict of interest, when that occurs and the director leaves the meeting, the remaining directors are deemed to form a Quorum for the discussion and voting of the conflicting item. Except as otherwise required by law, the Board of Directors may hold its meetings at such place, or places, and at such times as it determines appropriate. Provisions may be made upon request to allow directors to attend electronically.

The Directors may consider or transact any business at any meeting of the Board.

The Board shall meet at least eight (8) times per year.

Meetings of the Board of Directors will be open to attendance by the members of the public. Participation of individuals who are not members of the Board shall be only with the consent of the President or Chair.

Any individual or group may submit agenda items to the President for consideration at future meetings.

The Board of Directors reserves the right to hold in camera meetings, as deemed necessary, for the purposes of discussing personnel issues, the acquisition or disposition of property and legal matters.

Special Board Meetings: Special Board Meetings may be called by the President or the Vice-President, in the absence of the President, or on petition to the Secretary by any five (5) Directors to discuss and transact business dealing with the topic(s) provided in the request for a meeting. Notice of such meeting shall be issued not fewer than (3) three days before the meeting is to take place.

ARTICLE 16B – CONFLICT OF INTEREST

Every Director who in any way directly or indirectly or who has a spouse who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors and that conflict must be added to the minutes. In the case of an e-listening contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the conflict of interest comes into being. After making such a declaration, the Director shall leave the meeting until all discussion and voting relating to the conflict has occurred. If a Director has made a declaration of interest in a contract or transaction in compliance with this clause, the Director is not accountable to the Association for any profit realized from the contract or transaction. If a Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly for such a contract.

Members of the Board of Directors and their families shall not enter into any business arrangement with CLSH in which they are interested directly or indirectly except:

- 9) on a written and competitive Sealed Quotation basis and having declared any interest therein, and having refrained from voting thereon. The Chair of any meeting of the Board, or any committee of the Board, may request any member who has declared an interest in any business or financial arrangement with CLSH which is being discussed, to absent this member from the meeting during the discussing of and vote upon the matter, and the event shall be recorded in the minutes.

ARTICLE 17 – VOTING

Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so requested by any Director present, but, if no request is made, the vote shall be taken in the usual way. A declaration by the Chair that a resolution has been carried and an entry in the minute book to that effect shall be admissible in evidence as prima facie proof of the disposition of the resolution. From time to time there may be a need to vote outside of the scheduled board meetings, in those cases the vote may be conducted by telephonic or electronic means.

In the absence of the President, the duties may be performed by the Vice-President. In the absence of the President and Vice- President, the President's duties may be performed by such Director as the Board of Directors may from time-to-time appoint for that purpose.

ARTICLE 18 – REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such, however directors will be reimbursed for any reasonable expenses incurred in the course of their duties as director.

ARTICLE 19 – SIGNING AUTHORITY

Signing authority for CLSH will be recommended annually by the Executive and Finance Committee and ratified by the Board of Directors. There shall always be a minimum of 2 members of the Executive Committee with signing authority.

ARTICLE 20 – FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of CLSH shall terminate the 31st day of March in each year.

ARTICLE 21 – OFFICERS

The Officers of CLSH shall consist of a President, a Vice- President, a Second Vice-President, the immediate Past President, Treasurer and such other offices as the Board of Directors may determine by By-Law from time-to-time. The President is also the acting Board Chair. The President, Vice-Presidents and Treasurer shall be elected by the Board of Directors from among their number at the last meeting of the Board prior to the Annual General Meeting and their election as Directors of the Board, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

A nominee may accept a nomination to more than one office and may also, subsequent to failure to obtain election to a given office, accept a nomination to one or more alternate offices that have not yet been filled.

In accordance with ARTICLE 11, no member may hold the office President, either Vice-President or immediate Past President for more than two consecutive terms of one year each.

ARTICLE 22 – DUTIES OF THE PRESIDENT

The President shall preside at all meetings including the Annual Meeting of the Association. The President will chair meetings of the Executive Committee and shall be an ex-officio voting member of all committees. The President will also be responsible for ensuring the general direction of all CLSH activities is maintained under policies adopted by the Board of Directors.

ARTICLE 23– DUTIES OF THE VICE-PRESIDENTS

The Vice-Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as directed by the Board.

ARTICLE 24 – DUTIES OF THE TREASURER

The Treasurer shall

- 1) exercise general supervision over the financial administration of CLSH;
- 2) ensure that full and accurate accounts of all receipts and disbursements are maintained;
- 3) ensure that all monies or other valuable effects in the name of and to the credit of CLSH are deposited in such banks or other financial institutions as may be directed by the Board of Directors;
- 4) submit the books of account for audit at the close of the fiscal year and present the audited financial statements to the membership at the Annual General Meeting; and
- 5) be a member ex-officio of any committee that deals with financial affairs of CLSH.

ARTICLE 25 – DUTIES OF THE EXECUTIVE DIRECTOR

The office of Secretary shall be filled by appointment of the Executive Director who shall

- 1) act as Secretary to the Board of Directors and to the Executive Committee and as Executive Officer of CLSH;
- 2) ensure that CLSH business is conducted in accordance with the Letters Patent and By-Laws and further policies and procedures established by the Board of Directors;
- 3) ensure the maintenance of accurate records of all General Board of Directors and Executive Committee meetings; control all correspondence; receive all reports of committee Chairs and task forces; present reports, statements, budgets or surveys required by the Directors, committees and task forces or outside agencies and be the custodian of CLSH's Corporate Seal and all of its documents;
- 4) be a member ex-officio of all committees;
- 5) be responsible for the hiring and direction of staff and for the maintenance and development of CLSH programs and services and, for the day-to-day management of CLSH in accordance with the policies established by the Board; 6) recommend policies regarding personal practices; and
- 6) be responsible for the performance and conduct of all staff in accordance with the policies of the Board of Directors and be responsible for final dismissal of staff where just cause has been established and for any other termination of the employment staff.
- 7)

ARTICLE 26 – DUTIES OF OTHER OFFICERS

The duties of all other Officers of CLSH shall be such as the terms of their engagement call for or requested by the Board of Directors.

ARTICLE 27 – EXECUTIVE COMMITTEE

There shall be a committee of the Board of Directors known as the Executive Committee consisting of those Directors who are Officers, the Secretary and any other Directors as appointed by the Board. The President shall chair the committee.

The Executive Committee shall exercise between meetings of the Board of Directors any duties assigned by the Board. A majority of the members of the Executive Committee shall constitute a quorum. Actions and decisions of the Executive Committee shall come to the next following meeting of the Board of Directors for approval.

ARTICLE 28 – STANDING COMMITTEES

The Executive Committee and the Financial Committee shall be standing committees. The Financial Committee shall only make recommendations to the Board, the Financial Committee shall not be permitted to issue debt obligations or approve financial statements without voting from the Board. The President and First Vice-President shall, in consultation with the Executive Committee, appoint and review annually the positions of the Committee Chairs and said Chairs given the power to add to the committee membership; to constitute whatever committees are deemed desirable and necessary in furthering the aims and objectives of CLSH or the facilitation of CLSH's activities. No Committee Chair shall serve more than two consecutive terms, each term being of three years duration. Staff members may sit on standing committees as advisors at the request of the Chair; however, they will not be afforded the right to vote.

ARTICLE 29 – CHEQUES AND ACCOUNTS

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of CLSH, shall be signed by any two officers, or agents of CLSH and in such manner as shall from time-to-time be determined by resolution of the Board of Directors, and any one of such officers or agents may alone endorse notes and cheques for deposit with CLSH bankers for the credit of CLSH, or the same may be endorsed 'for collection' or 'for deposit' with the bankers of CLSH by using CLSH's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between CLSH and CLSH's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release of verification slips.

ARTICLE 30 – DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of CLSH shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn from time-to-time, signed by two signing officers or agents of CLSH, 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.

ARTICLE 31 – BOOKS AND RECORDS

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

ARTICLE 32 – BORROWING

The Directors may from time-to-time

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

From time-to-time, the Directors may authorize any Director, officer or employee of CLSH or any other person to make arrangements and settle terms with reference to borrowing money from any financial institution.

ARTICLE 33 – FUND-RAISING

The method of fund-raising employed by CLSH shall be the responsibility of the Board of Directors and shall be effected in a manner that will reflect favourably upon the good standing of CLSH in the community and not interfere with the operation of any other member agency.

ARTICLE 34 – EXECUTION OF DOCUMENTS

Deeds, transfers, licenses and such other legal documents and engagements on behalf of CLSH shall be signed by any two agents or officers as authorized by the Board of Directors.

Contracts in the ordinary course of CLSH's operations may be entered into on behalf of CLSH by either the President or any two agents or officers authorized by the Board. Any two of the Executive Committee, or any person or persons from time-to-time designated by the Board of Directors may transfer and accept any and all shares, bonds or securities as trustee and may affix the corporate seal to any such transfers and make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney to make or accept transfers of shares, bonds or other securities on the books of any company or association.

Notwithstanding any provisions to the contrary contained in the By-Laws of CLSH, the Board of Directors may, at any time, by resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligations of CLSH may or shall be executed.

ARTICLE 35 – NOTICE

Whenever, under the provisions of the By-Laws of CLSH, notice is required to be given, such notice may be given either personally, by depositing same in a post office in a prepaid, sealed wrapper addressed or by e-mail to the Director, officer or member at his/her address as the same appears on the books of CLSH. A notice or other document so sent shall be deemed to be sent at the time when the same was deposited in the post office or sent electronically. For the purpose of sending any notice the address of any member, Director or officer shall be the last address as recorded on the books of CLSH.

ARTICLE 36 – AMENDMENT OF BY-LAWS

The By-Laws of CLSH may be amended by a simple majority of the Directors at a meeting of the Board of Directors and ratified by an affirmation vote of at least two-thirds (2/3) of the voting members in attendance at a meeting called for the purpose of considering the said amendments. No amended By-Law will be valid until so ratified.

ARTICLE 37 – INTERPRETATION

In these By-Laws and in all other By-Laws of CLSH hereafter passed unless the context otherwise requires words importing the singular number shall include the plural number.

AMENDED by the Board of Directors and sealed with the corporate seal this 12th day of June 2019.

President

Signing Officer