

BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of

BARRIE BAYDOGS TRIATHLON CLUB INC.

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BE IT ENACTED as a by-law of
BARRIE BAYDOGS TRIATHLON CLUB INC.
(Hereafter referred to as the Corporation)
Interpretation

1.01 Definitions

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

- (a) "Act" means the Corporations Act, R.S.O. 1990, c. C.38, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to the provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- (b) "appoint" includes "elect" and vice versa;
- (c) "Board" means the board of directors of the Corporation;
- (d) "by-law" means any by-law of the Corporation from time to time in force and effect;
- (e) "cheque" includes a draft;
- (f) "Corporation" means the Barrie Baydogs Triathlon Club;
- (g) "director" means a member of the Board of the Corporation;
- (h) "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, contracts, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures and other securities and all paper or instrument writings;
- (i) "Letters Patent" means the Letters Patent of the Corporation as from time to time amended, supplemented, restated or revived;
- (j) "meeting of the members" includes the annual meeting of the members and a special meeting of members;
- (k) "recorded address" means in the case of a member, his address as recorded in the members' register; and in the case of joint members the address appearing in the members' register in respect of such joint holding or the first address so appearing if there are more than one (1); and in the

case of a director, officer, auditor, or member of a committee of the Board, his latest address as recorded in the records of the Corporation;

- (l) "Person" means any individual, corporation, partnership, association, joint venture, unincorporated syndicate, unincorporated organization, trust, trustee, estate trustee or other legal representative or other legal entity or organization;
- (m) "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;
- (n) "special meeting of the members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- (o) "special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the shareholders or members entitled to vote at such meeting.
- (p) "quorum" means the number of directors necessary to be present for the transaction of business and shall be that which is set out in the Letters Patent, Supplementary Letters Patent, or a special resolution of the Corporation. In the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
- (q) "chairman" means the director of each board meeting or general meeting. The person will be the president or if that person is absent the vice president. If neither is present at a regular meeting any of the other three directors as appointed by the president may chair the meeting.

1.02 All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there under and not defined herein shall have the meanings given to such terms in the Act or such Regulations unless the context otherwise requires.

1.03 Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate persons.

1.04 The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms and provisions

thereof or to be deemed in any way to clarify, modify, or explain the effect of such terms or provisions.

HEAD OFFICE

2. The Head Office of the Corporation shall be in the City of Barrie in the Province of Ontario as the Directors may from time to time determine.

SEAL

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

BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a Board of Five (5) Directors, each of whom at the time of his election (or within 10 days thereafter and throughout his term of office) shall be a member of the Corporation. The number of Directors may be increased pursuant to a Special Resolution of the Corporation at a General Meeting, Annual Meeting or a Special Meeting of the membership provided notice of the Special Resolution 'to increase the number of Directors' is properly provided in accordance with the by-laws.

- a. Each Director shall hold office pursuant to the terms set out herein or until his/her successor has been duly elected. Following the first annual meeting:

1. There shall be three Directors elected for a term of two years;
and
2. There shall be two Directors elected for a term of one year;
and then forth with, all terms shall be two years with alternating directors being the president and secretary being elected in odd years and the Vice President, and the other

two directors being elected in even years.

- b. The election may be by a show of hands unless a secret ballot is requested by any member. The vacancies will be filled by those persons receiving the highest number of votes.
- c. The members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which notice specifying the intention to pass such resolution has been given;
 - 1. Remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
- d. Directors and Officers of Barrie Baydogs Triathlon Club Inc. in exercising their powers and discharging their duties shall, act honestly and in good faith with a view to the best interests of Barrie Baydogs Triathlon Club Inc.; and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in a comparable circumstance. Every Director and officer of Barrie Baydogs Triathlon Club Inc. shall comply with the Corporations Act, the regulations, policies and by-laws.
- e. No Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee for joining in any receipt or other act for conformity for any loss, damage or expense happening to the corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of Barrie Baydogs Triathlon Club Inc. for the insufficiency or deficiency of any security in or upon which any of the moneys of Barrie Baydogs Triathlon Club Inc. for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money, securities is invested or effects of Barrie Baydogs Triathlon Club Inc. shall be deposited for any loss occasioned by any error of judgment or oversight on her or his part for any other execution of the duties of her or his office or in relation thereto, unless the same are occasioned by her or his own willful neglect or default

provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Corporations Act and the regulations there under or from liability for any breach thereof.

VACANCIES, BOARD OF DIRECTORS

5. Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise the vacancy shall be filled at the next Annual Meeting.
 - a. The newly elected Director shall be elected for balance of the term of the departing Director.
 - b. In the event there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting of the members to fill the vacancy.
6. If a Member of the Board of Directors is absent, without notice and without just cause, for three consecutive meetings of the Board of Directors, then, at the discretion of the Board of Directors (and confirmed by a written resolution) that person shall be deemed to have resigned from the Board, at the conclusion of the 3rd consecutive meeting, and shall be removed as a Director before the end of their term of office.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

7. A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two Directors.
 - a. Notice of such meetings shall be delivered, telephoned, e-mailed,

faxed to each Director not less than **one** day before the meeting is to take place or shall be mailed to each Director not less than **two days before** the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

- b. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.
- c. A Directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.
- d. The Board shall meet in regular session not fewer than three (3) times per year. The Directors may consider or transact any special or general business at any meeting of the Board. Notwithstanding vacancies, the Directors may act if their numbers constitute a quorum.

ERRORS IN NOTICE, BOARD OF DIRECTORS

- 6. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

- 8. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at 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 by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without

proof of the number or proportion of the votes recorded in favour of or against such resolution.

- a. In the absence of the President his duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.
- b. Notwithstanding any of the provisions of this by-law, but subject to the Corporations Act, a resolution in writing, signed all of the Directors entitled to vote on that resolution at a meeting of the Directors is as valid as if it had been passed at a meeting of the Directors.

POWERS

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

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 the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The Directors shall receive no remuneration for acting as such.
 - a. No member may be elected to the Board of Directors if that person holds a salaried position with Barrie Baydogs Triathlon Club Inc. This does not prevent the individual from working on a per diem, contract basis or on an ad hoc basis in any manner as may be considered reasonable and prudent by the

Board of Directors.

OFFICERS OF CORPORATION

11. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President.
 - a. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of the Board of Directors, provided that in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the term or employment of all officers shall be determined from time to time by the Board.
 - b. The terms of office for each of the Officers shall be one year.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

12. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
 - a. The President shall sit for a term of two years.

DUTIES OF SECRETARY

13. The Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to Directors. He shall be custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE TREASURER

14. The Treasurer, or a person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper voucher therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

15. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them which may be amended from time to time as circumstances dictate. These executive members will be known as Officers at Large and will make up the rest of the board.

EXECUTION OF DOCUMENTS

16. Deeds, transfers, licences, contracts and engagements on behalf of the

Corporation shall be signed by any two officers or directors who shall affix the seal of the Corporation to such instruments as require the same.

- a. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President or Treasurer or by any person authorized by the Board.
- b. The President, Vice-President, the Directors, Secretary or Treasurer or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity as a trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may 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 or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.
- c. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, 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 the Corporation may or shall be executed.

BOOKS AND RECORDS

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

MEMBERSHIP

18. The membership shall consist of the applicants for the incorporation of the corporation and such other individuals who have applied and such corporations, partnerships and other legal entities as are admitted as members by the Board of

Directors.

1. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Each member shall promptly be informed by the Secretary of his admission as a member. A member shall be considered in good standing with the Corporation when a) the Membership fee for that member has been paid for the current year and b) there are no charges payable to the Corporation by such member which remain outstanding for a period of sixty (60) days for items and services provided by the Corporation to the member including but not limited to clinics, banquets, clothing orders, etc.

2. The Board of Directors may, from time to time, create new classes of Membership, and impose such conditions of Membership for these new classes as it deems appropriate.
3. A membership may be put on hold for a period of one year for medical reasons as long as the member does not race any OAT sanctioned events using their OAT membership within that period.
4. A membership in the Corporation is not transferable and lapses and ceases to exist upon the death of the member or dissolution of the Corporation.
5. Any member may be expelled from the Corporation by a two-thirds (2/3) of the votes taken by ballot of the members present and eligible to vote at an annual or general group meeting. Notice of such meeting designating the time and place of the meeting and the reasons for the proposed revocation of such membership shall be forwarded to the member in question at least seven (7) days prior to the date of the meeting of the members.

6. A membership in the Corporation automatically terminates upon the happening of any of the following events
 - (a) if the member dies;

 - (b) if the member in writing resigns as a member of the Corporation
 - (c) if the member is expelled from the Corporation pursuant to section 18 above or

(d) if any assessment under the authority of section 18 hereof remains unpaid for more than sixty (60) days after the notice of the assessment has been given to the member. Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 18 hereof prior to termination of his membership.

7. Suspension of Members (refer to the policies)

The Directors may, by vote of two thirds (2/3) of those present, or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming, or in conflict with the best interests or reputation of the Corporation or who by gross negligence or willful misconduct commits a breach of the By-laws or Rules and Regulations of the Corporation provided that:

- (a) No Member shall be suspended without being notified of the charge or complaint against then or without having first been given the opportunity to be heard by the Directors at a meeting called for that purpose.
- (b) Notice of intention to suspend a Member, setting forth the reasons for such and fixing the time and place for the meeting at which the resolution shall be heard, shall be sent to the last known address of such Member not less than fourteen (14) days prior to the meeting. Notice shall be deemed to have been given if mailed to the last known address of such Member at least fourteen (14) days prior to the meeting.
- (c) Notice of the decision of the Directors to suspend a Member shall be sent to the last known address of the member following the meeting. Notice of the decision shall be deemed to have been properly given if mailed by prepaid first class mail to the last known address of the member and shall be deemed to have been received by the member on the fifth day following its mailing.

9. Classes of Membership

There shall be five (5) classes of membership in the Corporation:

- (a) Adult - to qualify to apply to the Corporation as a member in the Adult class one must be domiciled in Ontario, be 20 years or older on December 31 in the year of the Membership and pay the prescribed fee;
- (b) Junior -to qualify to apply to the Corporation as a Junior Member one must be domiciled in Ontario, under 20 but over 17 years of age on December 31 of the year of Membership and pay the prescribed Membership fee;
- (c) Coach - to qualify to apply to the Corporation as a Coach Member shall be 18

years of age or older on December 31 of the year of Membership and shall be a coach recognized by the Corporation in accordance with its stated criteria and shall pay the prescribed fee;

- (d) Associate Member – to qualify to apply to the Corporation as an Associate Member shall be an individual who does not domicile in the province of Ontario but maintains an interest in Ontario and wishes to remain affiliated with OAT. Associate Members do not have voting rights; and
- (e) One Day Member - to qualify to apply to the Corporation as a One Day Member shall be a Member for one (1) day being the day of the event for which the One Day Member paid their OAT Fee.

DUES

19. There shall be dues or fees payable by members as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notices, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

20. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

1. At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement as presented by the Treasurer (and a report of the auditors if so determined by the membership by Special Resolution) shall be presented to the members of the Corporation and the Board of Directors shall be elected and auditors appointed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. Public notice of members' meetings, annual or general, shall be given, but notice of the time and place of every such meeting shall be given by most current member email list within ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present and any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

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

ADJOURNMENTS

22. Any meetings of the Corporation or of the Directors may be adjourned to 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. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

23. A quorum for the transaction of business at any meeting of members shall consist of not less than three (3) members present in person; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

24. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote.
 1. At all meetings of members every question shall be decided by a majority of the votes of the members present in person. Every question shall be decided in the first instance by a show of hands unless a secret ballot is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a secret ballot be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation 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.

FINANCIAL YEAR

25. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 1st day of March in each year.

CHEQUES, ETC.

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be 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 any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents to appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

27. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, 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, 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 so selected as custodians by the Board of Directors 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.

NOTICE

28. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed, the recorded address of any member, Director, officer or auditor in accordance with any information believed by him to be reliable.

BORROWING

29. The Directors may from time to time
- (a) borrow money on the credit of the Corporation; or

