



**LATVIAN CANADIAN CULTURAL CENTRE**

**STATUTES - #3**

**Incorporating amendments up to September 28, 1996**

Printed October 1, 1996

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**LATVIAN CANADIAN CULTURAL CENTRE** **BY-LAW NO. 1**

1. **HEAD OFFICE**

The head office of the Centre shall be in Metropolitan Toronto, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

2. **SEAL**

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

3. **MEMBERSHIP**

3.1.1. The membership shall consist of the applicants for the incorporation of the Centre and of such other individuals and of such corporations, partnerships, associations and organizations, whether incorporated or not, and other legal entities as are admitted as members by the Board of Directors.

3.1.2. No applicant will be refused membership on the ground of sex, race, colour, personal or religious belief.

3.1.3. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors. In case of resignation a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Centre prior to acceptance of his resignation.

3.1.4. Each member shall promptly be informed in writing by the Secretary, or in his absence by the President or Vice-President, of his admission as a member.

3.1.5. A member may be expelled from membership in the Centre for activities contrary to the objects or the by-laws and regulations in force from time to time, by a resolution of a two-thirds majority of the members passed at a general meeting called for that purpose.

3.2. **Types of Membership**

3.2.1. Honorary Membership: may be conferred upon individuals who have made distinguished contribution to the advancement of the Centre and/or its objects. Candidates for honorary membership may be nominated by a two-thirds vote of the Board of Directors and confirmed by a simple majority of votes cast at a general meeting of members. Honorary members shall be entitled to notice of all meetings of members, but shall not be entitled to vote thereat, and they shall not be required to pay any

3.2.2. Founding Membership: shall consist of members who have donated not less than one thousand dollars or lent interest-free not less than two thousand dollars for the duration of the existence of the Centre towards the acquisition of the Centre building on or before **September 6, 1979 (Amendment-September 28, 1995)**

3.2.3. Building Sustaining Membership: shall consist of members who have donated not less than \$1,000.00 **after September 6, 1979 (Amendment-September 28, 1995).**

3.2.4. Regular Membership: shall consist of those who have fulfilled all membership requirements and who have paid their annual dues.

3.2.5. Junior Membership: shall consist of those under 18 years of age **and full-time students at a recognized educational establishment (Amendment - June 25, 1981)** who have paid their appropriate dues.

3.2.6. Associate Membership: shall consist of those who have paid associate membership dues.

3.3. **Members Entitled to Vote**

3.3.1. Founding Members and Building Sustaining Members 18 years of age or over shall be entitled to vote at all meetings of members.

3.3.2. For the purposes of this section, a husband and wife, and the survivor of them, may hold jointly a single membership, but only one of them shall be entitled to vote at any meeting of members and shall be subject to only one set of membership fees or dues.

3.4. Dues

There shall be a schedule of dues and/or fees payable by regular, junior or associate members, as shall from time to time be fixed by 2/3 vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or special general meeting.

The Treasurer 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 notice thereof, the members in default shall thereupon automatically cease to be members of the Centre, but any such members may be reinstated on payment of all unpaid dues or fees.

3.5. Annual and Special Meetings of Members

3.5.1. The annual or any special meetings of the members shall be held at the head office of the Centre or at such other place in Metropolitan Toronto as the Board of Directors may determine and on such day as the directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and Directors elected to fill vacancies on the Board and auditors appointed for the ensuing year, and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members, except as otherwise provided by the By-laws of the Centre. The Board of Directors or the President or Vice-President shall have power to call at any time a special general meeting of the members of the Centre. No public notice nor advertisement of members' meetings, annual or general, 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 **prepaid post, telegraph, fax or E-mailed (Amendment-September 28, 1995)** on or before the fourteenth day 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 members of the Centre are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Centre at annual or general meetings may transact.

3.5.2. Error or Omission in Notice. 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 Centre shall invalidate such meeting or make void any proceedings taken 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 Centre.

3.5.3. Waiver of Notice. A member may at any time waive notice of any meeting and may at any time ratify, approve and confirm any of the proceedings taken thereat.

3.5.4. Adjournments. Any meetings of the members or of the Board 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. Notice of an adjourned meeting is not required. A meeting may be adjourned if a quorum is not present.

3.5.5. Quorum. A quorum for the transaction of business at any meeting of members consists of the lesser of 33 members or one-half of the membership present in person or by proxy. If a quorum is not present within 30 minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the chairman and a quorum at any such adjourned meeting shall be those members who shall be present in person or by proxy at such adjourned meeting; provided that in no case shall any meeting be held unless there are the lesser of 23 members or one-half of the membership present in person.

3.5.6. Voting of Members. Subject to the provisions, if any, contained in the Letters Patent of the Centre, each voting member of the Centre shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy must be a member before voting. No member shall be entitled either in person or by proxy to vote at meetings of the Centre unless he has paid all dues or fees, if any, then payable by him. The number of proxies held by a member at a meeting of the Centre shall not exceed five (5).

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Centre, or by law. Every question shall be decided in the first instance by a show of hands unless a ballot be demanded by any member. Upon a show of hands, every member having voting rights shall have one

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vote, and unless a ballot be demanded, the declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Centre shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a ballot may be withdrawn, but if a ballot be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such ballot shall be taken in such manner as the Chairman shall direct and the result of such ballot shall be deemed the decision of the Centre in general meeting upon the matters in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a ballot, the Chairman shall be entitled to a casting vote.

- 3.5.7. The person representing an organization, firm, corporation, or partnership, or holding proxies at annual or special meeting of members, must himself be a voting member of the Centre.

4. **BOARD OF DIRECTORS**

- 4.1. The affairs of the Centre shall be managed by a Board of **thirteen (13) directors**, each of whom at the time of his election **and throughout his term of office shall be a Founding or Building sustaining member of the Centre, 18 years of age or over. Eleven (11) of these directors shall be elected at the annual meetings of members and two appointed from the Women's Committee of the Centre, of whom one shall be the Chairperson of the Board of the Women's Committee and the other appointed by the Board of the Women's Committee for a period of one year. (Amendment-August 14, 1980)**
- 4.2. The **eleven elected (Amendment -August 14, 1980)** directors of the Centre shall be elected and shall retire in rotation; at the first annual meeting of members for the election of directors one-third of the number of directors shall be elected to hold office for a term of three years from the date of their election or until the third annual meeting after such date whichever occurs first; one-third of the number of directors shall be elected to hold office for a term of two years from the date of their election or until the second annual meeting after such date whichever occurs first, and the remaining directors shall be elected for a term of one year from the date of their election or until the next annual meeting after such date whichever occurs first; at each subsequent annual meeting, a number of directors equal to the number of the directors retiring in such year shall be elected for a term of three years or until the third annual meeting after their election whichever occurs first.
- 4.3. A director who has been elected to two consecutive terms shall be retired and shall not be eligible for re-election until the annual meeting of members for the election of directors next following his retirement.
- 4.4. The election may be by a show of hands unless a ballot be demanded by any member.
- 4.5.1. The members of the Centre entitled to vote may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, 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.
- 4.5.2. The Board of Directors may upon a two-thirds majority vote declare the position of any Officer or Director to be vacant if such Officer or Director has failed to attend three consecutive meetings of the Board, including meetings of any committee of which he is a member, provided that 14 days' notice in writing of a meeting of the Board to consider such declaration shall be given to the Officer or Director concerned at his or her last known address and all other members of the Board of Directors.
- 4.6. **Nominating Committee**
- 4.6.1. At least two weeks before the annual meeting, the Board of Directors shall appoint a Nominating committee which shall include at least three voting members.
- 4.6.2. Nominations for the Board of Directors shall be made at the annual meeting and further nominations will be accepted from the floor. The consent in writing of every candidate shall be obtained prior to his or her nomination.

4.7. Vacancies. Board of Directors

Vacancies on the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled until the next annual meeting of members by the directors from among the qualified members of the Centre, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms a vacancy or vacancies, to the number of the authorized increase, shall thereby deemed to have occurred, which may be filled in the manner above provided.

4.8. Quorum and Meetings. Board of Directors

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 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. Notice of such meetings shall be **delivered, telephoned, faxed or E-mailed (Amendment-September 28, 1995)** to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than ten (10) days before the meeting is to take place. The statement 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. 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. A Directors' meeting may also be held, without notice, immediately following the annual general meeting of the Centre. The Directors may consider or transact any business either special or general at any meeting of the Board.

4.9. Errors in Notice. Board of Directors

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.

4.10. Voting. Board of Directors

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of any equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be 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 prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the Chairman, his duties may be performed by the Vice-Chairman or such other director as the Board may from time to time appoint for the purpose.

4.11. Powers

The Board of Directors of the Centre may administer the affairs of the Centre in all things and make or cause to be made for the Centre, in its name, any kind of contract which the Centre may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Centre is by its charter or otherwise authorized to exercise and do. The directors may appoint special committees and delegate duties and such powers as it deems fit to carry out its objects. 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/or other property, moveable or immovable, real or personal, or any right or interest therein owned by the Centre, for such consideration and upon such terms and conditions as they may deem

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advisable provided, however, that expenditures of greater than \$100,000 (Amendment-September 28, 1995) that have not been provided for in the budget shall require the approval of a special meeting of members called for that purpose.

4.12. **Remuneration of Directors**

The directors shall receive no remuneration for acting as such.

4.13. **Indemnification of Directors**

Every director of the Centre is deemed to have assumed office on the express agreement and condition that he and his heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Centre from and against all costs, charges and expenses which such director 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 made, done or permitted by him or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

4.14. **Women's Committee**

4.14.1. The female voting members of the Centre shall establish and maintain a Women's Committee for the purposes of furthering the aims of the Centre and elect a Board of the Women's Committee. The election of the Board of the Women's Committee shall take place at the annual meeting of female voting members of the Centre to be held within fourteen days immediately before or after the Annual Meeting of members of the Centre.(Amendment-August 14, 1980)

4.14.2. The Board of the Women's Committee shall consist only of female voting members of the Centre in a number determined from time to time by the annual or special meeting of female voting members, but in no case shall this number be less than eleven (11). (Amendment-August 14, 1980)

4.14.3. In all its affairs and activities the Women's Committee and the Board of the Women's Committee shall be governed by the By-Laws of the Centre and shall conduct all such affairs and activities in accordance and in the manner provided by the By-Laws, including giving notice of all meetings of the Board of the Women's Committee and of the Annual or Special meetings of female voting members.

4.14.4. The establishment of the Women's Committee and its Board does not in any way dilute, restrict or transfer any of the duties or powers of the Board of Directors of the Centre.(Amendment-August 14, 1980)

4.14.5. The Board of the Women's Committee shall keep books and records to account for all the activities and financial transactions undertaken by it or the Women's Committee. These books and records shall be an integral part of the Centre's books and records and shall be available for inspection at any time by the Board of Directors of the Centre and the Centre's auditors. (Amendment-August 14, 1980)

5. **OFFICERS**

5.1.1. The officers shall be a President, a Vice-President, a Secretary and a 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 with the exception that the offices of President and Vice-President may not be combined with any other office. The President and Vice-President shall be elected by the Board after the annual election of such 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 Centre need not be members of the Board and in the absence of written

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agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

- 5.1.2. The duties of all other officers of the Centre shall be such as the terms of their engagement call for or the Board of Directors require of them.

5.2. Duties of President, Vice-President

The President shall, when present, preside at all meetings of the members of the Centre and of the Board of Directors, unless another chairman of the meeting is nominated and elected by two-thirds (2/3) of the members present. The President shall also be charged with the general management and supervision of the affairs and operations of the Centre. 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.

5.3. Duties of Secretary

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 the custodian of the seal of the Centre and of all books, papers, records, correspondence, contracts and documents other than records to be kept by the Treasurer belonging to the Centre 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.

5.4. Duties of Treasurer

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

5.5. Execution of Documents

Deeds, transfers, licenses, contracts and engagements on behalf of the Centre shall be signed by any two of the President, the Vice-President, the Treasurer or the Secretary, and the seal shall be affixed by any of the foregoing to such instruments as require it. Contracts in the ordinary course of the Centre's operations may be entered into on behalf of the Centre by the President or Vice-President, Treasurer or by any person authorized by the Board.

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 of stock, bonds or other securities from time to time standing in the name of the Centre in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Centre transfers or shares of stock, bonds or other securities from time to time transferred to the Centre, 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 of stock, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Centre, 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 Centre may or shall be executed.

5.6. Books and Records

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

5.7. Inspection

The Board of Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Centre or any of them shall be open to the inspection of members not being directors.

5.8. Auditors' Right of Access

The auditors of the Centre have a right of access at all times to all records, documents, books, accounts and vouchers of the Centre, and are entitled to require from the directors and officers of the Centre such information and explanation as may be necessary for the performance of the duties of auditor.

5.9. Auditors' Right to Attend Meetings

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

6. GENERAL

6.1. Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Centre shall terminate on the 30th day of June in each year.

6.2. Cheques, etc.

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 Centre, shall be signed by such officer or officers, agent or agents of the Centre 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 Centre through its bankers, and endorse notes and cheques for deposit with the Centre's bankers for the credit of the Centre, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Centre by using the Centre'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 the Centre and the Centre'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.

6.3. Deposit of Securities for Safe Keeping

The securities of the Centre shall be deposited for safe-keeping 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 Centre signed by such officer or officers, agent or agents of the Centre 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 of 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.

6.4. Notice

A notice or other document to be sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid or if telegraphed, shall be held to be sent



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when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice, the address of the any member, director or officer shall be his last address as recorded on the books of the Centre.

6.5. Borrowing

The Board of Directors may from time to time to a maximum of **\$100,000 (Amendment-September 28, 1995)** without the prior approval of a general meeting of members

- (a) borrow money on the credit of the Centre; or
- (b) issue, sell or pledge securities of the Centre; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Centre, 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 Centre.

From time to time the Board of Directors may authorize any director, officer or employee of the Centre 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 therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Centre as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Centre.

6.6. Distribution of Property

Upon the dissolution of the Centre, after the payment of all debts and liabilities, the remaining property of the Centre shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community and are as nearly as possible consistent with the aims and objects of the Centre.

6.7. Amendment of By-Laws and Dissolution of the Centre

**Any alterations, amendments and additions to these by-laws shall be made by an appropriate by-law duly passed by the Board of Directors. The by-law is not effective until it has been confirmed by two-thirds of the votes cast at a meeting of the members duly called for considering the by-law. Notice of any meeting called for confirming a by-law to alter, amend, or add to these by-laws shall be given to each member by sending the notice by prepaid post or telegraph on or before the fourteenth day before the time fixed for the holding of such meeting. This notice to the members shall include the precise text of the by-law to be considered. Sixty days' notice must be given to all members, if the meeting is called for the purpose of dissolution or liquidation of the Centre. (Amendment-August 14, 1980)**

6.8. Interpretation

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

Original by-laws signed by V. Liepiņš, President

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