

BY - LAW NO. 1

A by-law relating generally to the conduct
of the business and affairs of

THE PIPERS' AND PIPE BAND SOCIETY OF ONTARIO

BE IT ENACTED as a by-law of **THE PIPERS' AND PIPE BAND SOCIETY OF ONTARIO**
as follows:

ARTICLE 1 INTERPRETATION

- 1.1 In this By-Law, including this clause, unless the context or subject matter requires a different meaning:
- (i) "Act" means the Corporations Act of Ontario;
 - (ii) "Branch" means any of the following branches of The Pipers' and Pipe Band Society of Ontario: Niagara-Hamilton, Ottawa, Toronto, Windsor-Detroit, Western or as determined by the Society from time to time;
 - (iii) "Board" means the Board of Directors of the Society;
 - (iv) "By-Law" means this By-Law and all other By-Laws of the Society from time to time in force and effect;
 - (v) "Director" means a member of the Board of Directors;
 - (vi) "Ex-officio" means by virtue of an office
 - (vii) "Society" means The Pipers' and Pipe Band Society of Ontario;
 - (viii) "Special Resolution" means a resolution passed by not less than two thirds (2/3) of such Members entitled to vote at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- 1.2 Words importing the singular number include the plural and vice versa, words importing the masculine gender include the feminine gender and words importing persons include firms and corporations and vice versa;
- 1.3 The headings used throughout this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-

Law nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 OBJECTS OF THE SOCIETY

- 2.1 The objects of the Society shall be:
- (a) TO strive to amalgamate into one great fraternity all pipers, drummers and pipe bands in Ontario and other geographical areas as determined by the Directors from time to time;
 - (b) TO devise and administer comprehensive rules governing drumming, piping and pipe band contests;
 - (c) TO preserve, promote and encourage proficiency in bagpipe music, drum music and pipe band music;
 - (d) TO promote and encourage participation of pipers, drummers and pipe bands at highland games and Scottish cultural events;
- 2.2 The Society shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Society shall be used in promoting its objects.

ARTICLE 3 HEAD OFFICE

- 3.1 The Head Office of the Society shall be at such location in the Regional Municipality of Halton as the Directors may from time to time determine.

ARTICLE 4 SEAL

- 4.1 The seal, an impression whereof is stamped on the margin hereof, shall be the seal of the Society.

ARTICLE 5 MEMBERSHIP

- 5.1 There shall be the following three categories of Members:

Voting Members, Life Members, Honorary Members

5.2 The membership shall consist of such individuals who apply and are admitted to membership by the Board of Directors.

5.3 **Voting Members:**

- (a) Admission: Voting Members may be:
 - (i) Members of the Board of Directors;
 - (ii) Individuals who adhere to the objects in the By-laws of the Society;
- (b) Right to Vote: Each Voting Member shall be entitled to one vote on each question arising at any Special, Annual or General meeting of the Society.
- (c) Membership Fees: Membership fees or dues payable by any of the foregoing as a condition of membership may be determined from time to time by the Board of Directors.
- (d) Termination of Membership:
 - (i) A Voting Member may resign by resignation in writing.
 - (ii) A Voting Member's membership shall automatically terminate in the event the Member is no longer qualified or eligible to be a Member, or for failure to adhere to the objects and By-laws of the Society.
 - (iii) A Voting Member's membership may be terminated by the Board of Directors for non-payment of membership dues or fees payable in accordance with the payment policies as set by the Board of Directors from time to time.
 - (iv) A Voting Member's membership may be terminated by the Board of Directors in accordance with policies as set by the Board of Directors from time to time.

5.4 **Life Members:**

- (a) Admission: Life Members may be:
 - (i) Members of the Board of Directors;
 - (ii) Individuals who adhere to the objects in the By-laws of the Society;
 - (iii) Such other individuals that may be admitted to membership by the Board of Directors as Life Members.

- (b) Right to Vote: Each Life Member shall be entitled to one vote on each question arising at any Special, Annual or General meeting of the Society.
- (c) Membership Fees: Membership fees or dues payable by any of the foregoing as a condition of membership may be determined from time to time by the Board of Directors.

5.5 **Honourary Members:**

The Board of Directors may from time to time by resolution grant Honourary Membership in the Society to any individual or individuals whom the Board in its absolute discretion deems deserving. Such Members shall not be entitled to vote at meetings of Members, but shall be entitled to notice of such meetings. Honourary Members shall otherwise enjoy such privileges and be subject to such restrictions as are determined by the Board of Directors from time to time.

- 5.6 Each application for membership to the Society shall be made through the head office of the Society.
- 5.7 All membership dues owed by Members are payable to the Society.
- 5.8 Members of the Society shall be divided into Branches, representing various geographical areas and the number of Branches may be increased or decreased by the Board as determined from time to time, with Branches being governed as set out in Article 11.

ARTICLE 6 MEMBERS' MEETINGS

- 6.1 **Annual Meeting:** The Society shall hold an annual meeting of its Members not later than 15 months after the holding of its last preceding annual meeting, at such time and place as determined by resolution of the Board.

The business of the Annual Meeting shall be:

- (a) to receive and consider the minutes of the previous Annual Meeting and any previous Special Meetings and business arising therefrom, the financial statements of the Society and the report of the Auditors thereon and the report of the Board and/or the Executive Director of the Society;
 - (b) to elect to the Board directors to fill the vacancies;
 - (c) to appoint the Auditors; and
 - (d) to transact any other business properly brought to the meeting.
- 6.2 **General Meetings:** The Board may at any time call a general meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the

meeting.

- 6.3 **Notice:** Notice of every annual, or general meeting of the Society shall be given to the Members in accordance with the Act or as determined by the Board from time to time.
- 6.4 **Quorum:** At any annual or general meeting, thirty (30) Voting Members present in person shall form a quorum.
- 6.5 **Voting:**
- (a) A Member who is then qualified to vote is entitled at meetings of the Society to one vote only on any matter on which Members are to vote.
 - (b) A Member who is then qualified to vote may vote by way of proxy and/or electronic voting as determined and in a manner prescribed by the Board of Directors from time to time.
 - (c) Every motion submitted at a Members meeting, shall be decided by a majority of votes. In the case of an equality of votes at any General meeting of the Society, the motion shall be defeated.
 - (d) A declaration by the President or presiding officer that a resolution has been carried or lost, shall be conclusive evidence of the fact. In the absence of the President, and Vice-President, the Members present and entitled to vote shall choose another Director as presiding officer, and if no Director is present, or if all the Directors present decline to take the chair, then the Members present shall choose one of the voting Members to be presiding officer.
 - (e) If a poll is demanded at any meeting on the election of a presiding officer, it shall be taken and no motion to adjourn shall be entertained.
- 6.6 **Annual Reports:** An annual report including, a balance sheet and a statement of the Society's revenues and expenditures for the preceding year shall be examined by the Board of Directors and submitted to the annual meeting. The annual report may include such other financial information as the Directors may determine.

ARTICLE 7 DIRECTORS

- 7.1 The affairs of the Society shall be managed by the Board of Directors, who, in addition to all the powers and authority which are by this By-Law expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by Directors under the Act.
- 7.2 The number of Directors shall be 14 and may be changed from time to time in accordance with the Act.

7.3 Qualifications of Directors:

- (a) A Director shall be eighteen (18) or more years of age.
- (b) No person is eligible to be or shall act as a Director unless he or she is qualified to vote and a Member in good standing of the Society.
- (c) No undischarged bankrupt shall be a Director.

7.4 Election of Directors:

- (a) Directors shall be elected for a two (2) year term and shall retire in rotation. At every Annual General Meeting there shall be elected that number of Directors as is required to fill the places of the retiring Directors.
- (b) The election of Directors shall be held and made by such voting Members as attend for that purpose in person, or by proxy, or by electronic vote. The election shall be by ballot or show of hands for persons in present. Electronic voting may be carried out if it is properly set up and administered, as determined by Board of Directors, in advance of any such meeting.

7.5 Vacation of Office: The office of Director shall *ipso facto* be vacated if such Director:

- (a) resigns his/her office by notice in writing to the Society;
- (b) fails to continue to hold the qualifications set out in Article 7.3.

7.6 Any Director may be removed from office pursuant to the Act.

7.7 So long as a quorum remains, the Board has power to appoint any qualified Member to fill a vacancy on the Board, howsoever caused, to hold office until the next Annual General Meeting, at which time there shall be an election by the Members to fill the unexpired term of a person who ceased to be a Director.

7.8 Composition of Board: The composition of the Board shall be as follows:

- (a) Six Directors, subject to paragraph 7.8(b), shall be ex-officio:
 - (i) The Branch President of each of the Branches; and
 - (ii) The past President of the Society.
- (b) The President of any Branch may decline the ex-officio Board position, and in such case where a Branch President declines, any Branch Officer, as defined in paragraph 11.3 may be appointed from the Branch Committee to sit on the Board as an ex-officio Director.

- (c) The remaining eight Directors shall be elected from at large, with four such Directors to be elected as the following Officers of the Society: President, Vice-President, Secretary and Treasurer.

ARTICLE 8 MEETINGS OF DIRECTORS

- 8.1. A majority (50 percent plus one) of the Board shall constitute a quorum.
- 8.2. A meeting of the Board at which a quorum is present is competent to exercise all or any of the authorities and powers vested in or exercisable by the Board.
- 8.3. Questions arising at any meeting of the Board shall be decided by a simple majority of votes. In the case of an equality of votes, the question is defeated. A Director disagreeing with the majority at a meeting may have his dissent recorded with the reasons therefor.
- 8.4. Meetings of the Board may be summoned by the Chairperson or at the request of any three (3) Directors. A meeting of the Board may be called on 48 hours notice, verbally or in writing, and whether by means of telephone, fax, electronic mail or any other means of communication.
- 8.5. With the unanimous consent of all of the Directors present at or participating in the meeting, a Director may participate in a meeting of the Board of Directors or in a meeting of a committee of Directors by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed for the purposes of the Act and this by-law to be present at that meeting. A consent pursuant to this provision may be given before the meeting to which it relates and may be a blanket consent, relating to all meetings of the Board and/or committees of the board.
- 8.6. Notwithstanding anything to the contrary contained in this By-Law, for the first meeting of the Board held immediately after the election of the Board at an Annual Meeting, no formal notice of such meeting of the Board shall be necessary provided that a quorum of the Board be present. In addition, there shall not be less than 8 meetings of the Board of Directors per year.
- 8.7. Meetings of the Board shall be held at any place in the Regional Municipality of Halton or at any other place within or outside Ontario if the Board so determines.
- 8.8. A resolution signed by all Directors, shall be as valid and effectual as if it has been passed at a meeting of the Board duly called and constituted.

ARTICLE 9 OFFICERS

9.1 At the annual election of the Board of Directors, Members shall elect from among its Members a President, a Vice-President, a Secretary, a Treasurer. In default of such election the then incumbents shall hold office until their successors are elected or appointed; provided always that the election of the said Officers shall occur no less often than after every second annual meeting.

Any one person may hold more than one office; provided that those persons elected as President and Vice-President shall not hold any other office at the same time.

9.2 Duties of Officers:

- (a) The Board may specify the duties of the Officers and delegate to such Officers powers to manage the business and affairs of the Society.
- (b) President: The President shall have the following duties:
 - (i) assure the integrity of the Board process, including effectiveness of meeting, and the Board's adherence to its own rules;
 - (ii) act as the spokesperson for the Board of Directors;
 - (iii) preside at all Annual and Board meetings and set the agenda;
 - (iv) be charged with the general management and supervision of the affairs and operations of the Society;;
 - (v) have general direction of all Society activities under policies set by the Board of Directors;
 - (vi) be an ex-officio member of all committees established by the Board;
 - (vii) be responsible for coordinating the work of the committees;
 - (viii) prepare and present to the Members at the Annual meeting a report outlining the achievement of the Society during her/his term of office, at the last meeting for which he/she is responsible, and report the steps to be taken to transfer responsibilities to the incoming President; and
 - (ix) shall see that the orders and resolutions of the Board are carried into effect.
- (c) Vice-President: The Vice-President shall:
 - (i) assume the duties and responsibilities of President in her/his absence;

- (d) Secretary: The Secretary shall:
 - (i) attend all Board meetings and record or have recorded all facts and minutes of all proceedings in the books kept for that purpose (it being acknowledged that the Secretary may assign the recording duties);
 - (ii) be responsible for the Society's books and records;
 - (iii) attest formally to the legitimacy of Board documents by signing her/his signature;
 - (iv) report on any notes and inconsistencies of Board action;
 - (v) distribute minutes to the Directors.

- (d) Treasurer: The Treasurer shall:
 - (i) monitor all financial transactions;
 - (ii) present a monthly financial statement to the Board;
 - (iii) report any discrepancies to the Board;
 - (iv) submit the books of account for auditing at the close of the fiscal year;
 - (v) present the audited financial statements for the year at the Annual General meeting;
 - (vi) act as the financial advisor to the Board;
 - (vii) chair the Finance Committee.

- (f) In addition to those duties prescribed by the Act and this By-law, the Officers shall have such duties as the Board may from time to time specify.

ARTICLE 10

COMMITTEES OF THE BOARD

10.1 The Standing Committees of the Board of Directors will be:

- (a) Executive Committee
- (b) Finance Committee
- (c) Governance Committee

(d) Music Committee

The terms of reference of the Standing Committees shall be as determined by the Board from time to time. Except for the Executive Committee, which shall have such authority as is provided for in Article 10.2, the Standing Committees shall only have authority to make recommendations to the Board.

- 10.2 **Executive Committee:** The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the immediate Past President, if he or she is then a Director. The Executive Committee shall meet at the call of the President or Vice-President, and shall, during the intervals between meetings of the Board, possess and may exercise the powers of the Board relative to the direction and operation of the Society; save and except such acts as must by law be performed by the Board and subject to such restrictions, if any, as may be imposed by the Board from time to time.
- 10.3 **Other Committees:** The Board may, from time to time, appoint such other Committees as is deemed appropriate from time to time. The terms of reference of such other Committees as may be appointed from time to time shall be as determined by the Board, and such other Committees shall only have authority to make recommendations to the Board. Committees of the Board may from time to time create sub-committees and appoint Members to such sub-committees, whose terms of reference shall be subject to approval of the Committee creating the sub-committee. Any such sub-committees shall only have authority to make recommendations to the Committee which created the sub-committee.
- 10.4 At least one member of the Board of Directors shall be a member on each Standing Committee and such other Committees of the Board as may be created from time to time pursuant to Article 10.3.
- 10.5 The Committee Chairperson shall:
- (i) be responsible for keeping the President and the Board informed at all times of the activities of the Committee;
 - (ii) forward a written report to the President for distribution prior to a Board meeting, upon request, of the activities of the Committee;
 - (iii) present their Committee's objectives to the Board by the January meeting;
 - (iv) prepare an annual report outlining the objectives, achievements and recommendations to be submitted to the President, one (1) month prior to the Annual General meeting.

ARTICLE 11 BRANCHES

- 11.1 Membership to a Branch shall be governed as follows:
- (a) Every Member of the Society shall be registered as a Member of a Branch but not more than one Branch at any given time.
 - (b) A Member is automatically designated to a Branch based on his or her geographical location, although on application to the Society a Member can belong to another Branch, which shall be determined by policies as set by the Board from time to time.
- 11.2 Each Branch shall have its own Branch Committee.
- 11.3 Members of each Branch shall elect the following Branch Officers:
- (i) The Branch President
 - (ii) The Branch Vice-President
 - (iii) Other Officers as may be prescribed by the Branch Committee from time to time.
- 11.4 As set out in Article 7 herein, each Branch President may be an ex-officio Director of the Board of the Society.
- 11.5 Each Branch shall hold an annual meeting of its Members at least every fifteen (15) months, and the Branch Officers shall be elected at the Meeting. Branch Officers shall be elected for a two (2) year term and shall retire in rotation, subject to Articles 7.4 and 7.8. At every Annual General Meeting there shall be elected that number of Branch Officers as is required to fill the places of the retiring Branch Officers.
- 11.6 The Branch Committee shall cause minutes to be made in books provided for that purpose:
- (a) of all appointments of Officers made by the Branch;
 - (b) of the names of the Branch Committee present at each meeting of the Branch Committee and of any sub-Committees; and
 - (c) of all resolutions and proceedings of all General Meetings of the Branch, meetings of the Branch Committee and any sub-Committees.
- 11.7 Any such minutes, if purporting to be signed by the Chairperson of the meeting at which such appointments are made, or such Branch Officers were present, or such resolutions were passed or proceedings had, or by the Chairperson of the next succeeding General Meeting or meeting of the Branch Committee or any sub-Committee, shall be sufficient evidence without any further proof of the facts therein stated.

- 11.8 The books and records of the Branch Committee shall be open to the inspection of any Director of the Society at any reasonable time. Members shall only be entitled to inspect those books and records provided for in the Act.
- 11.9 An annual report, including a balance sheet and a statement of the each of the Branch revenues and expenditures for the preceding year, shall be submitted to the Board in accordance to policies set by the Board from time to time. The annual report may include such other financial information as the Directors of the Society determine from time to time.

**ARTICLE 12
CONFLICT OF INTEREST**

- 12.1 A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Society shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Society’s business would not require approval by the Board, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

**ARTICLE 13
PROTECTION OF DIRECTORS AND OFFICERS**

- 13.1 **Limitation of Liability:** No Director or Officer or Past Director or Past Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by, for or on behalf of, the Society, or for the insufficiency or deficiency of any security in, or upon which, any of the moneys of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or wrongful act of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his own neglect or default provided nothing herein shall relieve any Director or Officer, or past Director or Officer for any breach of duty to act in accordance with the Act.
- 13.2 **Indemnity of Directors and Officers:** Every Director, Officer, Past Director, Past Officer of the Society and his personal representatives, heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses that are occasioned by his own wilful neglect or default.

13.3 **Liability Insurance:** The Society shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

ARTICLE 14 BOOKS AND RECORDS

14.1 The Board shall cause minutes to be made in books provided for that purpose:

- (a) of all appointments of Officers made by the Board;
- (b) of the names of the Board present at each meeting of the Board and of any Committees; and
- (c) of all resolutions and proceedings of all General Meetings, meetings of the Board and any Committees.

14.2 Any such minutes, if purporting to be signed by the Chairperson of the meeting at which such appointments are made, or such Directors were present, or such resolutions were passed or proceedings had, or by the Chairperson of the next succeeding General Meeting or meeting of the Board or any Committee, shall be sufficient evidence without any further proof of the facts therein stated.

14.3 The books and records of the Society shall be open to the inspection of any Director at any reasonable time. Members shall only be entitled to inspect those books and records provided for in the Act.

ARTICLE 15 EXECUTION OF DOCUMENTS

15.1 Subject to the execution of those specific documents referred to in Article 15 hereof, any two of the President, Vice-President, Secretary and Treasurer are hereby authorized and shall have power to execute and deliver deeds, mortgages, leases or other documents whatsoever requisite or expedient to be executed on behalf of the Society and to attach the corporate seal of the Society to any of such documents as executed aforesaid and these shall be binding upon the Society.

In the event of the absence or inability to act of any two (2) of the above-named Officers, then all of the said documents shall be signed by such of the Directors as may be appointed by the Board to act for such purpose.

All other documents not requiring the seal of the Society may be signed by such person or persons as the Board may from time to time designate, and any such documents so executed shall be binding on the Society.

ARTICLE 16 BANK AND BANKING

- 16.1 The Bank of the Society shall be such bank or financial institution as the Board may from time to time appoint.
- 16.2 All monies received by the Society shall be deposited forthwith in the name of the Society in such bank as is appointed by the Board.
- 16.3 All cheques, drafts, withdrawals from the Society's Bank Account(s) and orders for payment of money, and all notes and acceptances and bills of exchange, shall be signed or authorized by any two of five Executive and Administrative officer of the Society or such other person as the Board may from time to time designate.
- 16.4 All cheques and post office or money orders in favour of the Society shall be receipted for or endorsed for deposit to the credit of the Society by such person or persons as are authorized by the Directors.
- 16.5 Subject to any applicable legislation, but without limiting the borrowing powers of the Society as set forth in the Act, the Board may, from time to time:
- (i) borrow money on the credit of the Society, without the authorization of the Members; or,
 - (ii) issue, sell or pledge securities of the Society, without the authorization of the Members; or,
 - (iii) with the authorization of the Members, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

ARTICLE 17 INVESTMENTS

- 17.1 The Society shall invest its funds in any securities and other investments in which, under applicable legislation, the Society may invest its funds.

- 17.2 The Board shall formulate instructions for the investment of the funds of the Society and may from time to time consider and revise same. Full particulars of all purchases, sales and transfers of securities shall be reported to the next meeting of the Board.

ARTICLE 18 AUDITORS

- 18.1 At each Annual Meeting the Society shall appoint Auditors to hold office until the termination of the next Annual Meeting. If any appointment is not so made the Auditors in office shall continue in office until their successors are appointed.
- 18.2 The Auditors may be removed by Special Resolution before the expiration of their term of office and other Auditors may be appointed in their stead for the remainder of their term.
- 18.3 The remuneration of the Auditors shall be fixed by the Board.

ARTICLE 19 NOTICES

- 19.1 Whenever any notice is required to be given to a Member, Director, Officer or Auditor, such notice, unless otherwise provided by this By-Law, shall be given in the manner prescribed by the Act.
- 19.2 The accidental omission to give any notice to any Member, Director, Officer or Auditor, or the non-receipt of any notice, or any error in any notice not affecting substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

ARTICLE 20 AMENDMENTS TO BY-LAW

- 20.1 Any proposed amendments to these By-laws must be submitted in writing to the Secretary at least forty-five (45) days in advance of any General Meeting of the Society, provided such proposed amendments have been signed by three Members with voting privileges. Such proposed amendments will be included in the notice of the General Meeting by the Secretary, will be voted on at that General Meeting and will become a part of the By-laws only if approved by a two-thirds majority of the Members present and voting at the said General Meeting.

By-law No. 2
of the
Pipers and Pipe Band Society of Ontario

BE IT ENACTED AS BY-LAW No. 2 of the **Pipers and Pipe Band Society of Ontario**, that By-law No. 1 of the Society be amended as follows (with the amendments shown in *bold italics*):

That the first sentence of section 6.5(c) be amended to provide:

Unless otherwise required by the By-laws of the Society or the Act, every motion submitted at a Members' Meeting, shall be decided by a majority of votes.

5. That section 20.1 be deleted and replace with the following:

This By-law and any other by-laws of the Corporation, other than those which are restatements of statutory provisions, may from time to time be amended, repealed, varied or otherwise dealt with in accordance with the provisions of the Corporations Act, provided that amendment to any by-law will require the confirmation of two-thirds of the Members present at the meeting at which such amendment is submitted for consideration.

Passed this 15th day of October, 2011 by the Board of Directors of the Pipers and Pipe Band Society of Ontario.

Chairman

Secretary

