

BY-LAW No. 1

SCOUTS CANADA (NEWFOUNDLAND & LABRADOR) PROPERTIES INC.

(the "Corporation")

A by-law relating to the transaction of the business and affairs of Scouts Canada (Newfoundland & Labrador) Properties Inc., hereinafter called "the Corporation".

NOW THEREFORE the Corporation, by its Members and Directors, hereby enacts the following by-law:

Article 1. DEFINITIONS

1.01 In this By-law, the following terms shall have the respective meanings set out below unless the context otherwise specifies or requests:

- a) "Act" means the *Corporations Act*, RSNL 1990 c.C-36, as amended, and includes any Act or Acts substituted therefor,
- b) "By-law" means this By-law,
- c) "Council" means the Newfoundland and Labrador Council of Scouts Canada,
- d) "Council Commissioner" means the person duly appointed to that office by Scouts Canada,
- e) "Council Youth Commissioner" means the person duly appointed to that office by Scouts Canada,
- f) "Directors" means the directors elected or appointed pursuant to Article 5 of this By-law,
- g) "Governance Officers" means the persons elected or appointed pursuant to Article 7 of this By-law,
- h) "Members" means the persons elected or appointed pursuant to Article 2 of this By-law,
- i) "Operating Officers" means the persons elected or appointed pursuant to Article 8 of this By-law,
- j) "Scouts Canada" means the corporation incorporated under the *Scouts Canada Act*, S.C. 2007, c.38, as amended, and includes any Act or Acts substituted therefor, and
- k) "Youth" means a youth member as defined in By-law No. 2 of Scouts Canada who is a registered member of the Newfoundland and Labrador Council of Scouts Canada.

Article 2. MEMBERS

2.01 A person is qualified to serve as a member of the Corporation if they are a registered member of Scouts Canada as defined in Article II.a.1.a. or Article II.a.1.b., of Scouts Canada By-law No. 2.

- 2.02 The Members of the Corporation are the persons who hold the following offices on October 15 annually in the Newfoundland and Labrador Council of Scouts Canada:
- a) the Council Commissioner,
 - b) the Council Youth Commissioner,
 - c) the Directors of the Corporation,
 - d) the Group Commissioner of each Group chartered by the Council,
 - e) a person designated by each Baden-Powell Guild chartered by the Canadian Fellowship of Baden-Powell Guilds to operate in Newfoundland and Labrador;
 - f) the President of each Rover Crew in the Council or a member of the Crew elected by the Crew,
 - g) the President of each Venturer Company in the Council or a member of the Company elected by the Company, and
 - h) a person designated by each Group named in Schedule A of this By-law.
- 2.03 In the event that two or more persons share the office of Council Commissioner, Council Youth Commissioner, Group Commissioner, Guildmaster, Crew President, or Company President, the persons who share an office shall decide who shall exercise the vote attached to it.
- 2.04 A Member holds office until they cease to hold the office or designation listed in paragraph 2.02.
- 2.05 A Member who ceases to be a registered member of Scouts Canada under Article II.a.1.a. or Article II.a.1.b., of Scouts Canada By-law No. 2 shall immediately cease to be a Member of the Corporation.
- 2.06 A Member may resign their office by filing written notice of their intention to do so with the Secretary.
- 2.07 A Member shall be deemed to have resigned their membership upon leaving the office which qualified them for membership.
- 2.08 The Members may revoke a Member's membership privileges for cause on a $\frac{2}{3}$ majority vote at a special meeting call for that purpose. When calculating the majority required to be pass a resolution under this paragraph, the number of Members shall be rounded up to the next higher whole number.

Article 3. MEETINGS OF THE MEMBERS

- 3.01 The Members may hold meetings in person or by telephone or by any other telecommunication or videoconferencing facility provided that all Members participating in the meeting can hear each other.

- 3.02 The Members shall meet annually within 180 days of the end of the Corporation's financial year at a time designated by the Directors, provided that no more than 15 months shall elapse between such meetings.
- 3.03 At annual meetings, the Directors shall present to the Members a report on the affairs of the Corporation for the previous year, including
- a) a financial statement of the Corporation,
 - b) the auditor's report thereon, if any, as required by the Act,
 - c) a report the state and condition of the Corporation's affairs,
 - d) the election of Directors, and,
 - e) such other information or reports relating to the Corporation's affairs as the Directors may determine.
- 3.04 The Chair may call special meetings of the Corporation. In the Chair's absence or in the event of the Chair's inability to act, the Vice-Chair may call special meetings.
- 3.05 Five Members may requisition a special meeting of the Members by submitting a written request to the Secretary stating the object of the meeting.
- 3.06 Upon the receipt of such requisition, the Directors shall convene a special meeting of the Members. If a requisitioned meeting is not convened within 21 days, any five Members, may convene a meeting within 90 days from the date of the original requisition.
- 3.07 The Members, the Directors, and the auditor, if any, shall receive 14 days' notice of meetings. The notice shall include:
- a) the place of the meeting or electronic access information for the meeting,
 - b) the day and the hour of meeting, and,
 - c) the agenda for the meeting, including the text of any special resolution on the agenda.
- 3.08 The failure to receive notice by any person entitled to receive it shall not invalidate the proceedings or any resolution passed at any such meeting of the Members.
- 3.09 No business shall be transacted at any meeting of the Members unless a quorum of 30% of the complement of Members is present or represented by proxy at the commencement of such business. When calculating the quorum, the calculated number of Members required to be present in person and by proxy shall be rounded up to the next higher whole number.
- 3.10 If a quorum is not present within one hour from the time appointed for the meeting of the Members requisitioned by the Members, it shall stand adjourned to the same day in the following week at the same time and place. The meeting is deemed dissolved if at such adjourned meeting, a quorum of Members is not then present.

- 3.11 If neither the Chair nor Vice-Chair is present or able to act as chair then the Members present shall choose a Director as chair. If no Director is present or if all the Directors present decline to act as chair then the Members present shall choose a Member to be chair.
- 3.12 At a meeting of the Members, the chair shall, in the event of a tie vote on any motion, have a casting vote in addition to their personal vote.
- 3.13 The chair may, with the consent of the meeting, adjourn any meeting of the Members from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which adjournment took place.
- 3.14 The chair shall declare all motions and resolutions carried or lost. Unless the chair or any eight Members present and entitled to vote at the meeting demand a poll, the entry of the chair's declaration in the Corporation's book of proceedings is presumptive proof of that fact.
- 3.15 The chair may determine the manner of taking a poll at such time and place and either at once or after an interval or adjournment or otherwise as the chair may direct. The person who demands a poll may withdraw the demand. The chair shall resolve any dispute that occurs over the admission or rejection of a vote, and such determination made in good faith shall be final and conclusive. A meeting shall not be adjourned while a poll demanded on the election of the chair or on any question of adjournment is pending. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business.
- 3.16 The chair shall count the votes cast in a poll and declare the motion or resolution carried or lost. The entry of the chair's declaration in the Corporation's book of proceedings is presumptive proof of that fact.

Article 4. MEMBERS' VOTING RIGHTS

- 4.01 Except where this By-law specifically states otherwise, each person who is qualified to be a Member of the Corporation under two or more sub-paragraphs of paragraph 2.02 of this By-law shall, notwithstanding their multiple qualifications for Member status, have only one vote at meetings of the Corporation.
- 4.02 Subject to paragraphs 4.03, 4.04, and 4.05 Members who are unable to attend a meeting of the Members may give another Member a proxy to cast their vote.
- 4.03 If a Member who represents a Venturer Company is unable to attend a meeting of the Members, they may give a proxy to cast their vote to another member of their Company or to a Member who represents another Venturer Company.
- 4.04 If a Member who represents a Rover Crew is unable to attend a meeting of the Members, they may give a proxy to cast their vote to another member of their Crew or to a Member who represents another Rover Crew.
- 4.05 If a Member who represents a Baden-Powell Guild is unable to attend a meeting of the Members, they may give a proxy to cast their vote to another member of their Guild or to a Member who represents another Guild.

- 4.06 A Member who gives a proxy shall file notice that they have done so to the Secretary at least 24 hours prior to the start of the meeting for which the proxy is effective. A notice of proxy may be delivered electronically or by paper and shall bear the signature of the Member giving it.
- 4.07 The Members shall vote by voice, a show of hands, or secret ballot as determined by the chair unless this By-law specifically provides otherwise.

Article 5. DIRECTORS

- 5.01 Subject to the Articles of Incorporation, the Directors shall manage the affairs of the Corporation.
- 5.02 The Members shall elect the Directors at the Corporation's annual meeting.
- 5.03 The Directors shall exercise all powers of the Corporation which are not by this By-law or otherwise by law expressly assigned to the Members.
- 5.04 No regulation made in a meeting of the Members shall invalidate any validly made prior act of the Directors.
- 5.05 Each Director serves until their successor is elected or appointed.
- 5.06 If a Director leaves their office between annual meetings, the Council Commissioner shall appoint a Member to replace the outgoing Director. The replacement Director shall serve the remainder of the replaced Director's term.
- 5.07 In the event of a vacancy or vacancies amongst the Directors, the continuing Directors may act; but if the number of Directors falls below three, they shall not act except to call a meeting to request the Council Commissioner to fill the vacancy or vacancies.
- 5.08 Subject to the following provisos, a person is qualified to act as a Director of the Corporation
- a) If they have attained the full age of 19 years, and
 - b) If they have not been declared bankrupt or found of unsound mind by a court in Canada or elsewhere.
- 5.09 A Director who acquires the status of a bankrupt or becomes of unsound mind and is so found shall immediately cease to be a Director.
- 5.10 A majority of the Directors shall be resident Canadians.
- 5.11 The Directors may not transact business unless a majority of the Directors who are resident Canadians are present at the meeting or approve the business conducted at it in writing.
- 5.12 A Director may not receive any remuneration for their services as Directors.
- 5.13 If a Director is called upon to perform extra services or to make any special exertions for any of the purposes of the Corporation or the business thereof, the Corporation may remunerate them at a rate determined by the other Directors.

- 5.14 A Director may on such terms as to remuneration and otherwise as the other Directors may determine, hold any other office under the Corporation or under any corporation or company in which the Corporation is a shareholder or member or is otherwise interested.

Article 6. MEETINGS OF THE DIRECTORS

- 6.01 The Directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they see fit. A quorum for the transaction of business at any meeting of the Directors shall be 50% plus one of the complement of Directors. When calculating the quorum, the calculated number of persons required to be present shall be rounded up to the next higher whole number.
- 6.02 Unless otherwise provided:
- a) the Directors may meet at the close of every meeting of the Members without notice,
 - b) notice of every meeting of the Directors shall be delivered, mailed, telephoned, emailed, or communicated orally to each Director at least 48 hours before the time fixed for the meeting, and
 - c) the Directors may meet without the notice specified above if all the Directors are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.
- 6.03 The Directors may hold meetings in person or by telephone or by other telecommunication or videoconferencing facility provided that all Directors participating in the meeting can hear each other.
- 6.04 A Director may requisition a meeting of the Directors by submitting a written request to the Secretary stating the object of the meeting. Upon receiving a request to convene a meeting, the Secretary shall schedule it at such time and place as the Chair may specify.
- 6.05 The Chair shall chair meetings of the Directors. The Vice-Chair shall chair all meetings of the Directors in the absence of the Chair or in the event of the Chair's inability to act.
- 6.06 In the event of a tie vote on any motion at a Directors meeting, the chair shall have a casting vote in addition to their personal vote.
- 6.07 Unless otherwise provided, a majority of Directors present and voting is sufficient to decide any matter at a meeting of the Directors.
- 6.08 A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authority, power and discretion vested in or exercisable by the Directors.
- 6.09 Except as specifically prohibited by law, the Directors may appoint such committees as it sees fit. The President shall be an *ex officio* member of all such committees.

- 6.10 No act by the Directors or a committee of Director or by any person acting as a Director shall be invalidated because a defect in the appointment of the director, committee, or person so acting is subsequently discovered.
- 6.11 In lieu of meeting, a resolution in writing signed by all Directors entitled to vote on that resolution if it was considered at a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors. Such resolution may be signed electronically or by counterparts or both.

Article 7. GOVERNANCE OFFICERS

- 7.01 The Directors shall elect the Governance Officers at a meeting convened immediately following the annual meeting of the Members.
- 7.02 The Governance Officers shall serve until the election of their successors at the next annual meeting of the Corporation.
- 7.03 The Chair shall act as chair of the annual meeting and any special meetings of the Members. They shall perform the governance duties that are usual to the office of Chair of the Board of Directors and any other duties assigned by the Directors.
- 7.04 The Vice-Chair shall assist the Chair when and as requested. The Vice-Chair shall preside at all meetings in the absence of the Chair or in the event of the Chair's inability to act. When acting as chair at any meeting, the Vice-Chair will have the rights and authority of the Chair.

Article 8. OPERATING OFFICERS

- 8.01 The Council Commissioner is the President and Chief Operating Officer of the Corporation.
- 8.02 The Council Youth Commissioner is the Vice-President and Deputy Chief Operating Officer of the Corporation.
- 8.03 The Directors shall elect the Secretary and the Treasurer at a meeting convened immediately following the annual meeting of the Members.
- 8.04 The Secretary is the Officer responsible for:
- a) taking minutes of all meetings of the Members and the Directors and any committees of the Corporation,
 - b) maintaining the Corporation's records and
 - c) such other matters and things as assigned to them by the Directors.
- 8.05 The Secretary shall provide copies of minutes to the Members and the Directors and ensure timely notification of meetings of the Members and the Directors. The Secretary shall perform all duties that are usual to that office and such other duties as assigned to them by the Directors.

- 8.06 The Treasurer is the Officer responsible for:
- a) the safekeeping, banking, and investment of the Corporation's assets,
 - b) the production of accurate financial statements for submission to the Members at its annual meeting, and,
 - c) such other matters and things as assigned to them by the Directors.
- 8.07 The Treasurer shall have general supervision over all the funds received by the Corporation from any source whatsoever and the disbursement of same subject to the direction of the Directors and ensure that an adequate accounting system is in place.
- 8.08 The Operating Officers are responsible for
- a) the day to day operation of the Corporation, and
 - b) ensuring that the Corporation operates complies with Scouts Canada's applicable policies and procedures.
- 8.09 A President's or Vice-President's term of office ends when Scouts Canada appoints their successor to the office of Council Commissioner or Council Youth Commissioner, as the case may be.
- 8.10 If an Operating Officer resigns their office, the Directors may appoint a replace to serve until the next annual general meeting of the members.

Article 9. COMMITTEES GENERALLY

- 9.01 The provisions of this Article apply to committees of the Corporation created under this and any other by-law of the Corporation.
- 9.02 The Directors may by resolution appoint committees in addition to those specifically created under this or any other by-law of the Corporation for any purpose and shall renew each such committee's mandate annually.
- 9.03 The term of office for committee members shall be one year and a person may serve no more than six consecutive terms.
- 9.04 The Directors may, by majority vote, remove a member of a committee from office for cause.
- 9.05 Within 30 days of a vacancy occurring on a committee occurring, the Directors shall appoint a person to fill the vacant position by resolution.
- 9.06 Unless a by-law provides otherwise, a committee shall annually elect from its members a person to serve as its chair within 30 days of the Corporation's annual general meeting.
- 9.07 If a committee chair resigns, the committee shall elect a new chair from its members within 30 days of the previous chair's resignation.

- 9.08 A committee chair shall:
- a) supervise and direct the work of the committee;
 - b) undertake administrative duties as necessary to oversee and implement the work of the committee; and
 - c) preside at meetings of the committee.
- 9.09 A committee may meet for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as its members see fit.
- 9.10 A quorum for the transaction of business at any meeting of a committee shall be 50% plus one of the complement of its members. When calculating the quorum, the calculated number of persons required to be present shall be rounded up to a whole number.
- 9.11 In the event of a vacancy or vacancies in a committee, the continuing committee members may act, but if the number of committee members falls below three, the committee shall not act except to call a meeting to request the Directors to fill the vacancy or vacancies.
- 9.12 A committee member may requisition a meeting of the committee at any time by giving notice to all committee members as provided herein.
- 9.13 Unless otherwise provided:
- a) notice of every meeting of a committee shall be delivered, mailed, telephoned, emailed or communicated orally to each committee member at least 48 hours before the time fixed for the meeting; and
 - b) committee may meet without the notice specified above if all the committee members are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.
- 9.14 Each committee member shall have one vote on all business transacted at any meeting of a committee. In the event of a tie vote, the chair of the committee shall have a casting vote in addition to their personal vote.
- 9.15 A majority of committee members present and voting is sufficient to decide any matter before a committee.
- 9.16 A committee may hold meetings in person or by telephone or other telecommunication or videoconferencing facility provided that all Committee members participating in the meeting can hear each other.
- 9.17 A resolution in writing signed by all committee members entitled to vote on that resolution if it was considered at a meeting of committee members shall be as valid and effectual as if it had been passed at a meeting of Committee members. Such resolution may be signed electronically or by counterparts or both.

Article 10. NOMINATING COMMITTEE

- 10.01 The Corporation's Nominating Committee shall consist of three members. A Director shall chair the Nominating Committee and appoint the remaining members of the Committee, who need not be Directors.
- 10.02 The Nominating Committee shall make an open call for persons to express their interest in serving as a Director no later than 60 days prior to the annual meeting.
- 10.03 The Nominating Committee shall prepare and submit to the annual meeting, a report listing candidates who have expressed a willingness to serve as directors which shall be circulated to the Members no later than 30 days prior to the annual meeting.

Article 11. BORROWING AND CHARGING POWERS

- 11.01 The Corporation may from time to time:
 - a) borrow or raise money or secure the payment of money or the performance of any guarantee in such manner as the Directors may think fit,
 - b) by a Director or Officer sign or endorse bills, notes, acceptance, cheques, contracts, and other evidence of or securities for money borrowed or to be borrowed for the purposes previously mentioned, and
 - c) pledge debentures as security for loans, bonds, debentures, and other securities, free from any equities between the Corporation and the person to whom such securities were issued.

Article 12. FINANCIAL SERVICES ARRANGEMENTS

- 12.01 The Corporation shall transact its banking business and other financial services with such banks, trust companies or other firms or corporations as the Directors may designate, appoint, or authorize from time to time by resolution.
- 12.02 Two or more persons designated by a resolution of the Directors shall transact the Corporation's banking and other financial services, including, without limiting the generality of the foregoing,
 - a) the operating of the Corporation's bank and investment accounts,
 - b) the making, signing, drawing, accepting, endorsing, negotiating, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Corporation,
 - c) the issuing of trading instructions on the Corporations investments,
 - d) the executing of any agreement relating to any banking business and other financial services and defining the rights and powers of the parties thereto, and,

- e) the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

Article 13. REGISTERS AND RECORDS

- 13.01 The Directors shall keep at the Corporation's registered office or at such other place or places as the Directors may direct a register of the Members of the Corporation, a register of the bond and debenture holders of the Corporation, and a register of its Directors.
- 13.02 The Directors shall cause records keep in books designated for recording:
 - a) the Articles of Incorporation and By-laws of the Corporation and any amendments thereto,
 - b) the names of the Members and Directors of the Corporation,
 - c) all orders made by the Directors and committees of the Directors, and,
 - d) all minutes of meetings and resolutions of the Members, the Directors, and its committees.
- 13.03 The Secretary shall sign the Minutes of a meeting of the Members or the Directors or of any committee of the Directors. Once signed, such minutes are presumptive proof of the matter stated in them.

Article 14. REGISTERED OFFICE

- 14.01 The Directors may from time to time by resolution fix the location of the registered office of the Corporation within the place in the Province of Newfoundland and Labrador designated as such in its Articles of Incorporation.

Article 15. THE SEAL

- 15.01 The Secretary shall have custody of the Seal of the Corporation.
- 15.02 The Secretary shall, if required, affix the seal to any contract, agreement, document, or instrument in writing requiring execution by the Corporation and all such other kinds of documents as directed from time to time by the Directors.
- 15.03 The Secretary shall use the seal only with the prior approval of the Directors.

Article 16. EXECUTION OF INSTRUMENTS

- 16.01 The President shall execute all contracts, agreements, documents, or any instruments in writing requiring execution by the Corporation.
- 16.02 The Vice-President shall execute such documents in the President's absence or incapacity.
- 16.03 The Secretary shall also sign the same and affix the seal of the Corporation, if required.

Article 17. FINANCIAL YEAR

- 17.01 The financial year of the Corporation shall start on September 1 of each year and terminate on August 31.

Article 18. ACCOUNTS

- 18.01 The Corporation shall keep accounting records at its Registered Office or at such other place or places as the Directors may direct. Such records shall be open during the Corporation's business hours for inspection by the Members.
- 18.02 The Corporation shall from time to time determine the conditions under which the accounts and the records of the Corporation shall be open to the inspection of persons not being Members.
- 18.03 The Directors shall approve the Corporation's financial statements and designate two Directors to sign them to signify such approval.
- 18.04 The Directors shall send copies of the comparative financial statements, the auditors' report, if any, and the report of the Directors to all Members at least seven days before the date of the annual meeting at which the reports are to be presented.

Article 19. AUDITORS AND AUDIT

- 19.01 The Members may at the annual meeting appoint an auditor or auditors to hold office until the next annual meeting.
- 19.02 The Directors may fill any vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act.

Article 20. NOTICES

- 20.01 The Corporation may serve any notice required by the Act or this By-law on a Member, a Director, an Officer, or an auditor, if any, by personal service or by mail.
- 20.02 Notices sent by mail are deemed received three days after the letter containing the same and properly addressed was delivered to the post office.
- 20.03 By consenting in writing, all the persons entitled to vote may convene a meeting by a shorter notice and in any manner, they think fit. If all the persons entitled to vote at it are present at a meeting, notice of the time, place and purpose of the meeting may be waived.

Article 21. CONFLICT OF INTEREST

- 21.01 The Directors and Officers of the Corporation and the members of its committees are subject to the same conflict of interest policies, regulations and rules as Scouts Canada imposes on its Board of Governors.

Article 22. PROTECTION AND INDEMNITY

- 22.01 The Corporation shall indemnify the Directors or Officers, former Directors or Officers, members and former members of a committee of the Corporation, or any person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor and their heirs and legal representatives against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are a party by reason of being or having been a Director or Officer of such corporation or body corporate if they acted honestly and in good faith with a view to the best interest of the Corporation, and in the case of a criminal or administrative action or proceeding enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.
- 22.02 The Corporation shall also indemnify such Directors or Officers who have been substantially successful in the defence of any civil, criminal, or administrative action or proceeding to which they are a party by reason of being or having been a director or officer of the corporation or body corporate against all costs, charges and expenses they reasonably incur in respect of such action or proceeding.
- 22.03 Unless a Director or Officer breaches their duties to the Corporation, in the absence of dishonesty on their part, they is not liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipts or other acts for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Corporation, or through the insufficiency of any security in or upon one of the Corporation's investments, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person holding monies, securities or effects of the Corporation, or for any loss occasioned by errors of judgment or oversight on their part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of their office or in relation thereto.
- 22.04 The Corporation may purchase and maintain insurance for the benefit of any director or officer against liabilities, costs, charges, and expenses sustained or incurred by such director or officer for failure to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Article 23. AMENDMENTS TO THIS BY-LAW

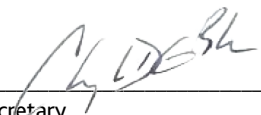
- 23.01 The Directors may amend Schedule A of this By-law to add a Group to it by unanimous resolution. Such amendment shall be subject to ratification by the Members at the next annual meeting of the Members.
- 23.02 Subject to paragraph 23.01, only Members may propose amendments to this By-law.
- 23.03 The Members may consider amendments to this By-law only at the annual meeting.
- 23.04 A proposer shall give the Secretary notice of an amendment to this By-law no less than three weeks before the date fixed for the annual meeting.

- 23.05 The Secretary shall forward a copy of all proposed amendments to this By-law to each Member within five days of receipt of same.
- 23.06 A $\frac{2}{3}$ majority of the Members present and voting is required to approve any amendment to this By-law.
- 23.07 Amendments to this By-law other than an amendment made under paragraph 23.01 shall come into force upon receiving the approval of the Board of Governors of Scouts Canada.

Article 24. GENERAL

- 24.01 In this By-law, where the context requires or permits, words importing the singular number shall include the plural and vice versa and words importing the use of any gender shall include all genders.
- 24.02 The division of this By-law into articles and paragraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of this By-law.
- 24.03 If any provision of this By-law is held to be invalid, void, voidable or unenforceable for any reason, then the particular provision will be deemed severed from the remainder of this By-law and all remaining provisions of this By-law shall remain in full force and effect.

This By-law is hereby enacted by the Members and Directors of the Corporation effective January 16, 2021 and amended effective November 26, 2023.



Secretary
Council Team Lead, Corporate Governance

Schedule A

GROUPS HOLDING REAL ESTATE

1. 1st Cowan Heights Group, a parcel at Pasturelands, Foxtrap originally granted to 1st Curtis Group
2. 1st Conception Bay South Group, a parcel at Salmonier Line, known as Camp St. George
3. 1st MacPherson Group, a parcel at Bauline South, known as Camp MacShack
4. 1st Mount Pearl Lions, a party to the Camp Morristown joint ownership agreement, a parcel at Pasturelands, Foxtrap, known as Camp Morristown
5. 1st Paradise, a party to the Camp Morristown joint ownership agreement, a parcel at Pasturelands, Foxtrap, known as Camp Morristown
6. 1st United (Gander), two parcels of land at Square Pond, known as Camp Hancock.