COUNCIL FOR THE ADVANCEMENT

OF

NATIVE DEVELOPMENT OFFICERS

October 3, 2006

AMENDED BYLAWS

ARTICLE 1 NAME AND OBJECTIVES

This document contains the Bylaws of the Council For The Advancement Of Native Development Officers (hereinafter referred to as CANDO).

CANDO's Vision is:

To build capacity which strengthens Aboriginal economies by providing programs and services to Economic Development Officers.

CANDO’s Mission is:

To be the leading authority on Aboriginal Community Economic Development

1. The objectives of CANDO are as follows:

    1.1 Build capacity both for the individual engaged in economic development and the community;

    1.2 Serve and provide services to Economic Development Officers and the CANDO membership;

    1.3 Be actively supporting community economic development through facilitating, promoting, lobbying and assisting EDO's in their roles and responsibilities to build strong, vibrant, self-sustaining Aboriginal economies;

    1.4 Provide affordable tools for professional development;

    1.5 Partner for community economic development purposes;

1.6 Conduct research aimed at supporting community economic development venues;

1.7 Provide and facilitate educational and training opportunities with a view to capacity building to strengthen Aboriginal economies.

ARTICLE 2 DEFINITIONS

2.1. Annual Meeting - means annual general meeting;

2.2. Board - means Board of Directors;

2.3. Bylaws - means by-laws of CANDO;

2.4. CANDO – means Council for the Advancement of Native Development Officers;

2.5. Community Economic Development / Economic Development – includes the following:

(a) building capacity in individuals to better utilize the tools available to them; and
(b) accountability to the Community and the interests of the Community; and
(c) business development, sustainable job creation, access to capital and maximizing the resources the community possesses.

2.6 EDO - means Economic Development Officer;

2.7 Good Standing - means a member of CANDO who has not had any privileges suspended;

2.8 Ordinary Resolution - means a resolution passed by a majority of not less than fifty (50%) percent plus one (1) vote of such members entitled to vote as are present in person at any meeting of CANDO;

2.9 Policy - means a set of guidelines, principles and strategies approved by the Board to manage and govern the affairs of CANDO;

2.10 Special Meeting - means a meeting other than an Annual meeting;

2.11 Special Resolution

(a) Means a resolution passed:

(i) at an Annual Meeting or Special Meeting, notice of which has been duly given not less than twenty one (21) days before, such notice also specifying the intention to propose the resolution, and

(ii) by the vote of not less than sixty-six (66%) percent of those Members who, if entitled to do so, vote in person.

ARTICLE 3 MEMBERSHIP

3.1 CANDO shall consist of the following categories of membership:

(a) Full;

(b) Associate;

(c) Organization;

(d) Student

Attached hereto as Schedule “A” to these bylaws is a membership chart for qualifying members. The Schedule is not exhaustive but serves as a guide, which can be adjusted on a regular basis.

3.2 A Full member is:

(a) an individual who is a minimum of eighteen (18) years old and a resident of Canada for a minimum of six (6) months prior to application for membership; and

(b) an individual whose job is to provide community economic development work for the community as a whole and is employed by an Aboriginal Community or organization that must be a minimum of fifty (50%) percent Aboriginal controlled; or

(c) an individual whose job is to provide community economic development work for the community as a whole and is employed by a Public Government in the Northwest Territories, Nunavut and Yukon.

3.3 An Associate Member is:

(a) An individual other than a Full member;

3.4 An Organizational Member is:

(a) a corporation, association, educational institution, First Nation, Tribal Council, Metis Locals, Metis Settlement and all other organizations, and associations or agencies.

3.5 A Student member is:

(a) a full-time or part-time student and fields of study have to include Business Administration, Public Administration, Business Finance, Business Management, Natural Resources, Community Economic Development and / or Human Resources.

ARTICLE 4 APPLICATION FOR MEMBERSHIP

4.1 Any person or organization shall have the right to apply for membership in CANDO.

4.2 All applications for membership shall be processed by the CANDO office.

4.3 Upon approval of membership the CANDO office shall issue a membership card which shall contain the following:

(a) the members' full name and address;
(b) the date on which the person or organization is admitted as member;
(c) the category of membership and membership number;
(d) the expiry date of membership is March 31.

4.4 CANDO shall have a Membership Committee appointed by the Board, which shall consist of three (3) persons at least one (1) of whom shall be a Board member. The Membership Committee shall have the following authority;

(a) to review all appeals by applicants who are denied membership by the CANDO office;
(b) to develop the membership application form;

(c) to advise the Board on membership fees;

(d) to assist the Board in developing a strategy for the recruitment and retention of members;

(e) to determine the legitimacy of a request to remove a member and ensure, if legitimate, that the issue of removal is placed on the agenda of an Annual meeting or Special meeting.

4.5 The Board may set membership fees.

ARTICLE 5 RIGHTS OF MEMBER

5.1 FULL

5.1.1 To participate in the activities of CANDO.

5.1.2 To vote at all meetings of CANDO.

5.1.3 To hold office provided that the Full member has not had his or her privilege to hold office suspended.

5.1.4 To be a member of a Committee of CANDO if appointed by the Board.

5.2 ASSOCIATE

5.2.1 To participate in the activities of CANDO.

5.2.2 To attend all meetings of CANDO and participate in such meetings other than vote at such meetings.

5.2.3 To be a member of a Committee of CANDO if appointed by the Board.

5.2.4 Shall not be entitled to vote at any meeting of CANDO other than at a Committee meeting.

5.2.5 Shall not be entitled to hold any office in CANDO.

5.3 ORGANIZATION

5.3.1 To participate in the activities of CANDO.

5.3.2 To attend all meetings of CANDO and participate in such meetings other than vote at such meetings.

5.3.3 To be a member of a Committee of CANDO if appointed by the Board.

5.3.4 Shall not be entitled to vote at any meeting of CANDO other than a Committee meeting.

5.3.5 Shall not be entitled to hold any office in CANDO.

5.4 STUDENT

5.4.1 To participate in the activities of CANDO.

5.4.2 To attend all meetings of CANDO and participate in such meetings other than vote at such meetings.

5.4.3 To be a member of a Committee of CANDO if appointed by the Board.

5.4.4 Shall be entitled to vote at any committee meeting(s).

ARTICLE 6 WITHDRAWAL AND REMOVAL OF MEMBERS

6.1 A member may resign from membership by delivering written notice of resignation to the CANDO office, which shall be sent to the Secretary/Treasurer.

6.2 A member may be removed through the following process:

(a) A Full member shall automatically cease to be a Full member in the event he / she no longer qualifies as a Full member. A Full member may request to transfer his / her membership to an Associate member with no money refunded.

(b) a written resolution demanding the removal of a member shall be signed by a minimum of twenty-five (25) Full members and presented to the Membership Committee; and

(c) if the Membership Committee determines, upon review of the CANDO code of ethics, bylaws, code of conduct and conflict of interest that the reasons given in the request for removal are legitimate and if the Membership Committee has satisfied itself that the minimum of Twenty Five (25) Full members who signed the resolution are in good

standing, then it shall give a minimum of twenty-one (21) day's notice of the resolution and shall present the resolution at the Annual meeting or at a Special meeting; and

(d) the Full members may at an Annual meeting or Special meeting remove a member if a minimum of sixty-six (66%) percent of those Full members present vote in favour of removal of the member;

6.3 Any member shall have the opportunity to address an Annual meeting or a Special meeting on the issue of the removal of a member.

6.4 Any member who is removed shall immediately forfeit all rights as a member of CANDO from the date stated in such resolution.

ARTICLE 7 BOARD OF DIRECTORS OF CANDO

7.1 The Board of CANDO shall consist of a minimum of twelve (12) Full members and a maximum of 14 (fourteen) Full members plus 1 Student Board member.

7.2 The Board shall be represented by twelve (12) Full members from the following regions:

- Yukon
- North West Territories
- Nunavut
- British Columbia (2 members)
- Alberta
- Saskatchewan
- Manitoba

- Ontario
- Quebec
- Atlantic Provinces (including Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland)(2 members)

7.3 The Full members at an Annual meeting may increase the number of Board members to a maximum of Fourteen (14) Full members plus 1 Student Board Member in accordance with Article 7.1 and the election of the additional Board member(s) shall take place in accordance with Article 9.

7.4 Student members of CANDO at the Annual General Meeting will elect a Student representative to the Board of Directors, who shall have all the powers of the Board of Directors.

ARTICLE 8 POWERS OF THE BOARD OF DIRECTORS

8.1 The Board shall be responsible to govern the affairs of CANDO including but not limited to the economic, educational, community, social, cultural and governance of CANDO.

8.2 The Board may exercise all powers as are permitted by these Bylaws to govern the affairs of CANDO and carry out the objectives of CANDO.

8.3 The Board may institute and amend policies, standards for the management of the affairs of CANDO policies provided that such policies, procedures and standards shall be consistent with the objectives of CANDO.

8.4 The Board may establish committees with corresponding budgets and terms of reference, as it deems necessary to carry out the business of CANDO,

and delegate to such committees specific authority.

8.5 The Board shall employ an Executive Director who shall be responsible to do the following:

(a) To receive direction from the Board and the Executive Committee and to carry out that direction;

(b) To report to the Board or a Board designate approved by a Board resolution;

(c) To carry out his or her duties in accordance with the Personnel and Procedures Policy and the Financial Administration Policy of CANDO.

8.6 The Board shall provide direction to the Executive Committee in their role to oversee the day to day affairs of CANDO.

8.7 The Board shall approve all budgetary requirements of CANDO and shall provide an audited financial statement to the Annual Meeting.

8.8 The Board shall develop responsible work plans in accordance with the mission, goals and objectives of CANDO.

8.9 Each Board member shall conduct himself or herself in a professional manner as outlined in CANDO'S policies on code of conduct, ethics and conflict of interest and any other policy that may be approved by the Board from time to time.

ARTICLE 9 ELECTION AND TERM OF THE BOARD OF DIRECTORS

9.1 CANDO shall have an Election Procedure which can only be amended at a

duly convened meeting of the Board if a minimum of sixty-six (66%) percent of those Full members present vote in favour of the amendment(s).

9.2 The Board of CANDO shall be elected from different regions of Canada and on an alternating basis in accordance with the CANDO Election Procedure.

9.3 CANDO shall have an Election Committee(s) for each region which shall consist of the following persons:

(a) CANDO Executive Director;
(b) A Full member appointed by the Board from the region where the election is to be held;
(c) A Full member appointed by the Board;

9.4 The Election Committee(s) shall be responsible to conduct elections in accordance with the CANDO Election Procedure.

9.5 The Board of CANDO shall be elected for a term of three (3) years.

9.6 The Directors of CANDO shall be eligible for re-election to the Board if their privileges have not been suspended and if they have not served three (3) consecutive terms as Board members.

ARTICLE 10 EXECUTIVE COMMITTEE OF CANDO

10.1 Within thirty (30) days following the Annual Meeting of CANDO the Board shall meet to elect from among their number an Executive Committee of three (3) Full members which shall consist of the following officers:

(a) President;

(b) Vice President;

(c) Secretary/Treasurer;

10.2 INTENTIONALLY DELETED BY SPECIAL RESOLUTION AT THE ANNUAL MEETING OF CANDO, OCTOBER 3, 2006.

10.3 All members of the Executive Committee shall be from different regions.

10.4 Such election shall be by secret ballot and require a majority vote.

10.5 The President, Vice President and Secretary/Treasurer shall hold office until the next Annual Meeting.

10.6 Any member of the Executive Committee may be removed from the Executive Committee by an ordinary Resolution of the Board of Directors.

10.7 All members of the Executive Committee shall receive no remuneration.

ARTICLE 11 DUTIES OF THE EXECUTIVE COMMITTEE

11.1 The Executive Committee shall provide guidance and direction to the Executive Director in accordance with the policies and direction of the Board.

11.2 The authority of the Executive Committee shall always be subject to the Board, which shall be the final decision making authority.

11.3 The President and Vice President shall work together to achieve the goals and objectives of CANDO and act in the best interests of CANDO. The

duties of the President and Vice President include but are not limited to the following:

(a) to act as Chair of meetings of the Board of Directors unless otherwise determined by the Board and to act as Chair of meetings of the Executive Committee;
(b) to call meetings of CANDO when necessary or called upon to do so;
(c) to be an ex-officio member of all Committees of CANDO;
(d) to see that all orders, resolutions and business plans of CANDO are carried into effect;
(e) to make regular reports to the Board with respect to all Executive Committee meetings and to report to the Annual Meeting;
(f) to act as the spokesperson for CANDO;

(g) to perform other duties as may be determined by the Board.

11.4 The Secretary/Treasurer of CANDO shall be responsible to:

(a) issue notices of all meetings of CANDO through the CANDO office;
(b) keep minutes or cause to be kept the minutes of all meetings of CANDO;
(c) be the custodian of all books and documents of CANDO;
(d) have custody of the seal of CANDO;
(e) keep a register or cause to be kept a register of all members and their addresses;
(f) register with the Registrar of Corporations of Canada all special resolutions of an Annual Meeting or Special Meeting within twenty one (21) days of the date of the Annual Meeting or Special Meeting;

(g) keep a register of suspended members;

(h) keep or cause to be kept full and accurate account of receipts and disbursements and books belonging to CANDO;

(i) deposit or cause to be deposited all monies and other valuables or effects in the name and to the credit of CANDO in such Chartered Banks or other financial institutions as designated by the Board;

(j) give a financial report at the Annual Meeting;

(k) perform such other duties as may be determined by the Board;

ARTICLE 12 VACANCY OF OFFICE OF EXECUTIVE COMMITTEE

12.1 In the event that there is a vacancy in an office of the Executive Committee the Board shall meet within twenty one (21) days of the vacancy of office and shall elect from the remaining members of the Board a person to fill the vacancy. Such election shall require a majority vote.

ARTICLE 13 EXPENSES OF THE BOARD OF DIRECTORS

13.1 The Board shall only be paid travelling expenses for attending business of CANDO that are in strict compliance with the Financial Administration Policy of CANDO. Each Board of Director shall be personally liable for his or her travelling expense(s) that does not comply with the Financial Administration Policy of CANDO.

ARTICLE 14 MEETINGS OF THE BOARD OF DIRECTORS

14.1 The Board shall meet at least four (4) times between the Annual Meeting at

such times and places as the Board may decide.

14.2 A meeting of the Board may be convened at any time or place upon proper notice at the request of the majority of the Board.

14.3 A quorum at any meeting of the Board shall be the five (5) members of the Board.

14.4 The Board shall appoint a member of the Board to be the Chairperson.

14.5 Each member of the Board except the Chairperson, shall have one vote and all matters shall be decided by a majority of votes. In cases of any equality of votes the Chairperson of the meeting shall have a deciding vote.

14.6 Notice of Board teleconference meetings shall be given to each Board member at least five (5) days before the meeting. Notice may be delivered, telephoned, faxed or e-mailed.

14.7 Notice of Board in person meetings shall be given to each Board member at least twenty-one (21) days before the meeting. Notice may be delivered, telephone, faxed or e-mailed. Each Board member shall confirm his or her attendance at the meeting at least fifteen (15) days prior to the meeting and shall make travel arrangements at least fifteen (15) days prior to the meeting. Any Board member who does not make travel arrangements at least fifteen (15) days prior to the meeting shall be personally liable for his or her travel expenses and CANDO shall have no responsibility for these travel expenses.

14.8 A meeting of the Board may be held without notice if all of the Board members are present or those present have waived notice and those absent have signified their consent in writing to the meeting being held in their

absence without notice.

14.9 Notice or any irregularity in notice may be waived by a Board member. No error or omission in giving notice of a Board meeting shall invalidate such meeting or void any proceedings taken at such meeting. Any Board member may ratify and approve any business at such meeting.

14.10 A meeting of Board members may be held by way of telephone or any other communication facility that permits all persons participating in the meeting to hear each other.

14.11 A member of the Board may participate in a meeting of the Board by means of telephone or any other communication facility that permits all persons participating in the meeting to hear each other and a member of the Board participating in a meeting by such means is deemed to be present in person at the meeting.

14.12 There shall be no voting by proxy.

ARTICLE 15 CONFLICT OF INTEREST GUIDELINES FOR BOARD OF DIRECTORS

15.1 A member of the Board, who is a party to a contract with CANDO or has a material interest in any company, which is a party to a contract with CANDO, shall fully disclose to the Board the nature and extent of his or her interest.

15.2 A member of the Board, shall not make or participate in making a decision in his or her capacity where the elected member reasonably knows that in the making of the decision there is the opportunity to further directly, or indirectly,

their private interest or that of their family which includes spouse, children, parents, brothers and sisters.

15.3 No member of the Board may do work for CANDO, either as an employee or by contract, other than the fulfilment of the obligations of their elected position unless approved by a majority of the Board.

15.4 A member of the Board shall not conduct personal business at the expense of CANDO business or use CANDO resources for personal business.

15.5 No candidate running for office in CANDO shall use any resources of CANDO for his or her election campaign.

ARTICLE 16 VACANCY AND REMOVAL OF A BOARD MEMBER

16.1 A member of the Board shall automatically cease to be a Board member if any of the following events occur:

(a) the death of the Board member;

(b) if any Board member is absent from three (3) consecutive Board meetings;

(c) a Board member resigns by delivering a written resignation to the Secretary/Treasurer of CANDO;

(d) if a Board member is convicted of an indictable offence under the Criminal Code of Canada;

(e) if any Board member's privilege to hold office is suspended in which case that Board member will cease to be a Board member for the duration of the suspension;

(f) if the Board member no longer qualifies as a Full member;

16.2 A Board member may be removed from office through the following process:

(a) Notice of a Board meeting to approve a resolution demanding the removal of a Board member must be given to members of the Board in accordance with Article 14 of these Bylaws; and

(b) A meeting of the Board shall be held and a majority of the members of the Board must be present at the meeting; and

(c) If a majority of the members of the entire Board vote to remove the Board member then the position of the Board member shall be declared vacant;

(d) Any Board member shall have the opportunity to address the Board meeting on the issue of the removal of the Board member.

16.3 If any Board member ceases to be a Board member the Board shall decide whether to fill the vacant position.

16.4 Any director elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

ARTICLE 17 ANNUAL MEETING

17.1 An Annual Meeting shall be held in each calendar year.

17.2 The Secretary/Treasurer of CANDO shall through the CANDO office give at least twenty-one (21) days notice in writing of the time and place of the Annual Meeting.

17.3 Notice of an Annual Meeting shall be given to all members who are members

at the time of the notice at their latest address as shown in the records of CANDO. Notice shall be deemed to be received by the member within ten (10) days of the date of mailing.

17.4 A quorum at an Annual Meeting shall be a minimum of ten (10) Full members in good standing, present in person, who have registered and are qualified to vote at the Annual Meeting. In the event that there is no quorum at a duly called Annual Meeting, the Board shall call a new Annual meeting within sixty (60) days of the Annual Meeting for which there was no quorum in accordance with Article 17.2 and Article 17.3.

17.5 The Board shall present to the members at the Annual Meeting for review and input by the members the following:

(a) audited financial statement;
(b) work plan;
(c) annual report;

ARTICLE 18 VOTING AT ANNUAL MEETING

18.1 Only Full members in good standing shall be entitled to vote at the Annual Meeting provided:

(a) the member is personally present at the Annual Meeting; and
(b) the member has registered at the Annual Meeting; and
(c) the member has not withdrawn from membership;

18.2 There shall be no voting by proxy.

18.3 Every question or resolution at an Annual Meeting shall be decided by a majority of the votes of the Full members present unless otherwise required by these Bylaws. In the event of an equality of votes, the question or resolution shall be considered lost.

18.4 Every question or resolution shall be decided as follows:

(a) Firstly, by a show of hands which shall be recorded and announced to the meeting by the Chairperson; or

(b) Secondly, if there is a dispute as to the results of the vote by the show of hands a Full member may immediately demand a recount; or

(c) Thirdly, by a secret ballot vote if a secret ballot vote is demanded by five (5) Full members within three (3) minutes of the announcement by the Chairperson of the results of the vote by show of hands. The Chairperson has the authority to decide the procedure of the secret ballot vote;

18.5 In the event that a resolution or question is decided by a show of hands and not a secret ballot vote, a declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.

18.6 Special Resolutions passed at an Annual Meeting are effective from the date that they are registered with the Registrar of Corporations of Canada by the Secretary/Treasurer.

ARTICLE 19 SPECIAL MEETING

19.1 A Special Meeting of the members shall be called by the Board as follows:

(a) Upon receipt of a written request to call a Special Meeting signed by a minimum of fifty (50%) per cent plus one (1) Full member(s) of CANDO; or

(b) Upon a resolution approved at a meeting of the Board where:

(i) proper notice of the meeting has been given in accordance with these bylaws; and

(ii) a minimum sixty six (66%) percent of the Board members are present either in person or by teleconference; and

(iii) a minimum sixty six (66%) percent of the Board members participating in the meeting vote in favour of the resolution to hold a Special Meeting;

19.2 The Secretary/Treasurer of CANDO shall give at least twenty-one (21) days notice in writing of the time and place of the Special Meeting and the proposed resolutions.

19.3 Notice of a Special Meeting shall be given to all CANDO members who are members at the time of the notice at their latest address as shown in the records of CANDO. Notice shall be deemed to be received by the member within ten (10) days of mailing.

19.4 No business shall be transacted or considered at any Special Meeting other than those proposed resolutions for which notice has been given.

19.5 No error or omissions in giving notice of a Special Meeting shall invalidate the Special Meeting or make void any proceedings taken at that Special Meeting and any member may at any time waive notice of any such meeting

and may ratify, approve and confirm any or all proceedings.

19.6 A quorum at a Special Meeting shall be a minimum of ten (10) Full members in good standing, present in person, who have registered and are qualified to vote at the Special Meeting.

19.7 Special Resolutions passed at a Special Meeting are effective from the date that they are registered with the Registrar of Corporations of Canada by the Secretary/Treasurer.

ARTICLE 20 VOTING AT A SPECIAL MEETING

20.1 Voting at Special Meetings shall be the same as voting at an Annual Meeting. Therefore paragraphs herein 18.1 to 18.6 inclusive shall also govern voting at Special Meetings.

ARTICLE 21 RULES OF ORDER

21.1 Robert's Rules of Order shall govern meetings and proceedings of CANDO insofar as they may apply without coming into conflict with these Bylaws.

ARTICLE 22 INDEMNITY

22.1 Each member of the Board or other person who has undertaken any liability on behalf of CANDO, and their heirs and estate shall at all times, be indemnified by CANDO, against:

(a) all expenses whatsoever which result from any claims, actions, or proceedings which are brought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by them, in the execution of the duties of their office or in respect of any such liability;

except that CANDO shall not be responsible for any costs, charges, expenses whatsoever caused by the negligence or misconduct of a member of the Board or other person.

ARTICLE 23 ACCOUNTS

23.1 The Board shall cause accounting details to be kept of all monies received and expended by CANDO in accordance with the Financial Administration Policy.

23.2 The fiscal year of CANDO shall end on March 31 or such date as may from time to time be determined by the Board.

23.3 The books, accounts and records of CANDO shall be audited at least once yearly by an auditor who is a duly qualified accountant and is appointed at the Annual meeting by the Full members.

23.4 A Financial Statement setting out CANDO income, disbursements, assets, liabilities shall be audited and signed by the auditor and presented at the Annual Meeting by the Secretary/Treasurer.

ARTICLE 24 BOOKS AND RECORDS

24.1 The Board shall ensure that all necessary books and records of CANDO required by these Bylaws or by any applicable statute or law are regularly and properly kept.

24.2 All accounting records and other books and records of CANDO shall be kept at the CANDO office and shall at all times be open for inspection by any member of CANDO upon written application to the Board.

ARTICLE 25 EXECUTION OF CONTRACTS AND OTHER DOCUMENTS

25.1 Contracts and other documents including CANDO cheques shall be approved and signed by the Executive Director and one other member of the Executive Committee or as in accordance with the Financial Administration Policy.

ARTICLE 26 SEAL

26.1 CANDO shall have a seal, which shall be approved by the Board and may be changed by special resolution of the Annual Meeting.

26.2 The seal shall be kept under the control of the Secretary/Treasurer at the head office of CANDO.

26.3 The seal may, when required, be affixed to contracts, documents, or instruments in writing by persons authorized by these Bylaws to sign on behalf of CANDO.

ARTICLE 27 AMENDMENT OF BYLAWS

27.1 The Bylaws of CANDO shall not be rescinded, altered or added to except by Special Resolution.

27.2 No rescission or alteration of or addition to these Bylaws has effect until it has received Ministerial approval.

ARTICLE 28 INTERPRETATION

28.1 When interpreting these Bylaws, reference shall be made to the Canada Corporations Act and words and expressions used in these Bylaws shall, so far as the context does not require, have the same meaning as when used in the Canada Corporations Act.

28.2 Unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or feminine gender, as the case may be, and vice-versa.