

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

## BY-LAWS

APPROVED AMENDMENTS INCLUDED IN THESE BY-LAWS, (originally adopted Mar 09, 1974):

DEC 08, 1983	ARTICLE 6, SECTION 1	ARTICLE 8, SECTION 8 DELETED
SEP 28, 1989	ARTICLE 3, SECTIONS 1,3,4,5,6,9	ARTICLE 4, SECTION 8
	ARTICLE 6, SECTION 4	ARTICLE 8, SECTION 5
FEB 21, 1991	ARTICLE 6, SECTION 1	ARTICLE 6, SECTION 4 DELETED
		ARTICLE 8, SECTION 5 DELETED
APR 15, 1999	ARTICLE 10, SECTION 1	
APR 6, 2001	ARTICLE 9, SECTION 1	
APR 13, 2007	ARTICLE 9, SECTION 1	

## INDEX

ARTICLE 1	INTERPRETATION
ARTICLE 2	OBJECTIVES OF THE ASSOCIATION
ARTICLE 3	OFFICERS OF THE ASSOCIATION
ARTICLE 4	COUNCIL
ARTICLE 5	THE EXAMINING BOARD AND COMMITTEES
ARTICLE 6	MEMBERSHIP CATEGORIES
ARTICLE 7	ELECTION OF MEMBERS AND ASSOCIATES
ARTICLE 8	CONDITIONS OF MEMBERSHIP
ARTICLE 9	DUES AND FEES
ARTICLE 10	ANNUAL AND OTHER MEETINGS OF MEMBERS
ARTICLE 11	BANKING
ARTICLE 12	BORROWING

## ARTICLE 1 INTERPRETATION

- Section 1 Whenever the word "association" is hereinafter used, it shall mean the Manitoba Association of Landscape Architects.
- Section 2 In these By-Laws, unless the context otherwise requires, words importing the singular shall include the plural and vice-versa, and words importing the masculine gender shall include the feminine.

## ARTICLE 2 OBJECTIVES

- Section 1 The objectives of the Association are:
- to promote the profession of Landscape Architecture;
  - to affiliate those who, by private practice or through public service, are engaged in this profession;
  - to provide a forum for the exchange of information and ideas among its members;
  - to provide an authoritative source of information concerning the profession;
  - to support the advancement of education and research in Landscape Architecture as an instrument of service to the public and the profession;
  - to be a supporting association of the Canadian Society of Landscape Architects.
- Section 2 The profession of Landscape Architecture shall mean the art of arranging land and the objects upon it for the development of urban and rural land and water areas for the improvement of the human environment for public and private use, enjoyment, or preservation.
- Section 3 The term Landscape Architect as used in these By-Laws shall mean a person who, by reason of his knowledge of the principles of Landscape Architecture and of the physical and biological sciences, acquired by professional education and/or practical experience, is qualified to deal effectively with the problem of relating the environment to man through the profession of planning land and the objectives upon it.
- Section 4 The practice of Landscape Architecture within the meaning intent of these By-Laws includes any professional service such as consultation, investigation, evaluation, site planning, landscape designing, teaching and supervision of the construction of projects involving the profession of Landscape Architecture.
- Section 5 The Association shall function as the provincial representative for all matters affecting the practice of Landscape Architecture in the Province of Manitoba.
- Section 6 The Association may act as trustee for scholarships, endowments, or trusts.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

## ARTICLE 3 OFFICERS OF THE ASSOCIATION

Section 1 The officers of the Association shall be a President, a Past President, and a Vice-President, as well as such other members of Council as may be required, but not less than five (5) and not more than seven (7) Directors. One of the Directors shall be the representative of the Associate Members and one Director shall be the representative of the Student Affiliates. The offices of President, Past President, and Vice-President shall be filled by representatives of two of either public, private or university sectors of the profession of Landscape Architecture.

The officers shall be elected by the membership from among their number at the Annual Meeting of the Association, except the Directors representing Associates and Student Affiliates, who shall be elected by the Associate Members and Student Affiliates, respectively.

Section 2 The President shall call and preside at all business meetings of the Association and of the Council, and shall perform such duties as are customary to the office, or as may be assigned to him by Council.

Section 3 The Past President shall be an officer of the Association as adviser and assistant to the President and in such other capacity as may be assigned by Council.

Section 4 The Vice-President shall be an officer of the Association and shall exercise the duties of the President in his absence or inability to act. He also shall perform such other duties as may be assigned to him by Council.

Section 5 The Director appointed by Council as Secretary, hereinafter referred to as the Secretary, shall be clerk of Council. He shall attend all meetings of Council and record all facts and minutes of all proceedings. He shall give all notices required to be given to Members and to Council. He shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts, and other documents belonging to the Association, which he shall deliver up only when authorized by a resolution of the Council to do so and to such person or persons as may be named in the resolution. He shall perform such other duties as may be determined by the Council.

Section 6 The Director appointed by Council as Treasurer, hereinafter referred to as the Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated by the Council. He shall disburse the funds of the Association under the direction of the Council, taking proper vouchers therefore and shall render to Council at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Association.

Section 7 Duties of Other Officers. The duties of all other Officers of the Association shall be such as the terms of their engagement calls for or the Council requires of them.

Section 8 Election and Tenure of Office. The Officers and other Members of Council shall be elected at the Annual Meeting by the members. The Annual Meeting may adopt the slate of Officers and other Members of Council as proposed by the Nominating Committee by acclamation; however, it may, as well, entertain nominations for office from the floor for any number of candidates and for any office. The voting for each office shall be by secret ballot. This term of office shall be for a period of two years and until their successors are elected. The term shall commence immediately after election.

Section 9 Execution of Documents. Deeds, transfers, licences, contracts and engagements on behalf of the Association shall be signed by the President and by the Secretary, who shall affix the seal of the Association to such instruments as may be required.

The President and Secretary may authorize transfer of any and all shares, bonds or other securities standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities transferred to the Association, and may affix the Corporate Seal to any such transfers or acceptance of transfers, and may make, execute and deliver under the Corporate Seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Cheques of the Association shall be authorized by two persons, one of whom shall be the President, Past President or Vice-President and the other shall be a person appointed by Council. Notwithstanding any provisions to the contrary contained in the By-Laws of the Association, the Council may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

Section 10 Books and Records. The Council shall see that all necessary books and records of the Association required by the By-Laws of the Association, or by any applicable statute or law are regularly and properly kept.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

- Section 11 Reports of Officers. The Officers shall submit written annual reports to the Council at least fifteen (15) days prior to the Annual Meeting of the Association.
- Section 12 Vacancy, Officer. A vacancy occurring in any office between elections shall be filled by majority vote of the Council for the unexpired balance of the term of such office. Should a vacancy occur in a designated office subsequent to an election but prior to actual assumption of the office, the former candidate for that office, who has received the next highest number of votes, shall automatically become the officer-elect. If he should be unable or unwilling to assume the office, the Council shall fill the vacancy by a majority vote.
- Section 13 Staff. The Council may appoint and engage such administrative and clerical assistance as may be necessary to handle the business of the Association, including the engaging of an administrator and empowering him to engage or direct additional staff to execute the work assigned to him.

## ARTICLE 4 COUNCIL

- Section 1 The Council of the Association shall manage the affairs of the Association.
- Council shall be comprised of the Officers of the Association as detailed in the Article 3, plus a representative elected by the Associate Members of the Association and a representative elected by the Student Affiliates of the Association.
- Section 2 Vacancy of Council Member. A vacancy in Council between elections shall be filled by Council for the unexpired balance of the term.
- Section 3 Removal of Members of Council. The Members may, by resolution passed by at least two-thirds of the votes cast at a General Meeting called for such purpose, remove any Member of Council before the expiration of his term of office and may, by the majority of votes cast at that meeting, elect any person in his stead for the remainder of his term.
- Section 4 Authority of Council. The Council shall consider and report upon all business to be acted upon by the Association and shall have the authority to delegate administrative functions to an Executive Committee; shall establish rules for the regulation of its proceedings and those of its Executive Committee; shall put into effect the votes of the Association; shall be the custodian of all its property; shall authorize all contracts and expenditures; but shall not incur any liabilities exceeding the amount of the unappropriated funds in the hands of the Treasurer without prior approval of the general membership; shall have the authority to create and abolish standing committees and to appoint to them, and to appoint and discharge special committees to further the work of the Association; shall be the final authority for interpretation of the Constitution and By-Laws of the Association; and shall perform such other functions as are customary for the Board of Directors or Trustees of a corporation to perform, or as may be assigned or delegated to it by the Association. The Executive Committee, acting for the Council and by its authority shall, in conformity with policies determined by the Council, perform such administrative duties as may be delegated to it by the Council.
- Section 5 Meetings of Council. Meetings of the Council shall be called by the President as frequently as, in his judgment, the accumulation of business to be transacted shall demand, and at places and times to be determined by him. The Council shall meet at least once in every six months.
- Except as otherwise required by law, the Council may hold its meetings at such place or places at it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Members of Council are present, or if those absent have signified their consent to the meeting being held in their absence. Council Meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two (2) members of Council. Notice of such meetings shall be delivered, telephoned or telegraphed to each Member of Council not less than three (3) days before the meeting is to take place or shall be mailed to each Member of Council not less than seven days before the meeting is to take place.
- The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Council may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Council Meeting may also be held without notice, immediately following any General Meeting of the Association. The Members of Council may consider or transact any business either special or general at any meeting of the Council.
- Section 6 Errors in Notice, Council Meetings. No error or omission in giving such notice for a meeting of Members of Council shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Member of Council may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

Section 7 Voting, Members of Council. Questions arising at any meeting of Council shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Member of Council present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried shall be admissible in evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such resolution. The President shall be the Chairman. In the absence of the President, his duties shall be performed by the Vice-President or such other Member of Council as the Council shall appoint for the purpose.

Section 8 Quorum of Council. A quorum for the transaction of business at any meeting of Council shall consist of not less than the majority of Council, of which at least one (1) shall be the President, Past President or Vice-President, present in person.

Section 9 Remuneration for Members of Council. There shall be no remuneration for Members of Council.

## ARTICLE 5 EXAMINING BOARD AND COMMITTEES

Section 1 a) The Association shall receive and act upon all application for membership in the Association, as provided in the Constitution and for such purposes shall maintain an Examining Board, consisting of three (3) members of the Association of which at least two (2) members shall not be Members of Council. The term of office for Members of the Board shall be three (3) years. The Examining Board shall be appointed by a majority vote of Council. The term of Members of the Examining Board shall be so arranged by the Association that the term of not more than two (2) Members shall expire in any one year. No Member of the Board who is also an endorser of a candidate shall participate in the Examining Board's official action on that candidate.

b) The Examining Board shall establish and maintain minimum standards governing the qualifications of candidates for Membership or Affiliation, subject to the approval of the Council; shall prepare forms of application for Membership or Affiliation and shall perform such other duties regarding membership as may be assigned to it by the Council.

c) Examinations of applications for Membership or Affiliation shall be held at least once every six months at such place or places as the Board directs.

d) The Board shall examine all degrees, diplomas, certificates, and other credentials presented or given in evidence for the purpose of obtaining admission to membership and may require the holder of such degree, diploma, certificate or other credentials to attest on an oath, orally or by affidavit, concerning the matter of his application.

e) The candidate shall submit, if required, to an examination before the Board, or before such Members of the Board as may be deputed by the Board to conduct such examination.

f) Within 30 days after the close of each examination, the Members of the Board who have conducted such examination shall make and file with the Secretary a certificate stating the result of such examination.

Section 2 a) The President or the Council may appoint any committee as may be necessary from time to time, consisting of such number of its Members and with such powers as they may designate, consistent with these By-Laws. Such committees shall hold office at the pleasure of the Council.

b) Membership in committees need not be limited to officers but may consist of Members, Associates, Student Affiliates, and/or Honorary Members.

c) The Nominating Committee shall be a standing committee with Member(s) to be appointed by the President within 30 days after his taking office. The Nominating Committee shall prepare and present a slate of Officers and other Members of Council consistent with these By-Laws. The proposed slate shall be made public to the Members not later than 10 days prior to the Annual Meeting after the nominated members have been contacted and indicated their willingness to accept their office, if elected at the Annual Meeting.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

## ARTICLE 6 MEMBERSHIP CATEGORIES

### Section 1

#### Member:

a) Membership in the Association shall be granted when an applicant:

1. is of good character;
2. has not less than two (2) years practical experience in an approved landscape architectural apprenticeship program under the supervision of a Member;
3. has been a resident of the Province of Manitoba for a period of not less than one (1) year, unless subsection 1 c) is applicable;
4. has passed the prescribed examination of the Association or is exempt therefrom pursuant to its regulations;
5. has had seven (7) years or more experience and education in landscape architectural work satisfactory to Council.

b) If the applicant is a graduate from an institution recognized by the Association, the applicant, upon presenting evidence of the actual time spent under such instruction in a recognized program in landscape architecture may be granted four (4) years experience for an undergraduate degree and five (5) years for a master's degree, with a maximum credit of five (5) years.

c) Any person who is an accredited Member of any association or institute similarly constituted to this Association, and who applies for membership in this Association, will, subject to examination requirements, be admitted to membership upon producing to the Council (if so required) satisfactory proof or competence of membership in such association or institute.

### Section 2

#### Associate:

a) Associate status in the Association shall be granted where an applicant:

1. is of good character;
2. has passed the prescribed examination of the Association or is exempted therefrom pursuant to its regulations;
3. has had four years or more experience in landscape architectural work satisfactory to Council.

b) If the Applicant is a graduate from an institution recognized by the Association, the Applicant, upon presenting evidence of the actual time spent under such instruction in a recognized program in landscape architecture may be granted four (4) years experience for an undergraduate degree and five (5) years for a master's degree, with a maximum credit of five (5) years.

c) Any person who is an accredited Associate of any association or institute similarly constituted to this Association, and who applies for Associate status in this Association, may on the discretion of Council be admitted to Associateship upon producing to the Council (if so required) satisfactory proof of competence and membership in such association or institute.

### Section 3

#### Student Affiliate:

Student Affiliation in the Association shall be granted where a student is in a recognized program in landscape architecture.

### Section 4

#### Honourary Member:

Honourary Members shall be persons who have performed notable service in advancing the cause of landscape architecture in the Province of Manitoba. Not more than one (1) honorary membership may be granted in any year.

## ARTICLE 7 ELECTION OF MEMBERS AND ASSOCIATES

### Section 1

a) Each applicant for Membership or Associateship shall submit to the Secretary of the Association, upon the forms prescribed by the Council, evidence of his educational qualifications and landscape architectural experience, place of residence and references as to his landscape architectural experience.

b) Every application for Membership or Associateship shall be endorsed by two (2) Members of the Association of whom at least one (1) shall have been a Member of the Association for not less than three (3) years. Each endorser shall certify on the application form that he personally knows the candidate and vouches for his character, his methods of practice, his experience, and the quality of his attainments in the profession as evidenced by actual works of landscape architecture in the design of which the candidate had a major responsibility.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

c) The Examining Board shall by appropriate investigation and examination satisfy itself as to the character, education, experience, methods of practice and current professional qualifications of the candidate in accordance with Article 6.

d) The Secretary, upon receiving from the Examining Board a recommendation for admission, shall within thirty (30) days notify Members of the Council who shall, at their next meeting, vote on their acceptance or not of the candidate.

e) If the candidate is accepted by the Council, the Secretary shall notify the Candidate of his election by registered mail within thirty (30) days. Acceptance by the candidate is effected by payment of his first year's dues. Receipt of this payment at administrative headquarters shall constitute the effective date of Membership, or Associate status except that, if the payment be for the following year, the effective date shall be January first of that year. On receipt of such dues, the Secretary will notify the endorsers, the Examining Board Chairman, and the President and Treasurer of the Association, giving the date paid and the effective date of Membership or Associate status.

f) If the report is unfavourable, the Secretary shall notify the candidate and his endorsers of the unfavourable report.

g) An application fee as determined by Council shall accompany all applications and shall not be refundable.

## ARTICLE 8 CONDITIONS OF MEMBERSHIP

Section 1 Each Member of the Association shall have the approved seal of the Association, the impression of which shall contain the name of the landscape architect and the words "Member of the Manitoba Association of Landscape Architects" with which seal he shall stamp all construction drawings under his signature.

Section 2 A Member shall have the right to vote on all matters requiring a ballot of the entire Association membership, and shall be eligible to hold office, to serve on committees, and to hold membership on the Council.

Section 3 Associates shall have the right to speak on all matters concerning the business of the Association and shall be eligible to serve on committees, but shall not be eligible to office or to membership on the Council save in their election of a representative to Council, who shall have a vote on the Council. They shall be designated as Associates of the Manitoba Association of Landscape Architects, which designation shall not be abbreviated or changed in any way. This designation shall not be used on any professional letterhead, card or sign, nor shall it be used, except with the official consent of the Council, in any other place or manner, lest its use be interpreted to imply that the Associate is a Member rather than an Associate of the Association.

Section 4 Student Affiliates shall have the privilege of attending meetings of the Association and of participating therein, but shall have no vote, except in their election of their representative to Council, which delegate shall have vote on Council. Student Affiliates shall be eligible to serve on committees.

They shall be designated as Student Affiliates of the Manitoba Association of Landscape Architects, which designation shall not be abbreviated or changed in any way. This designation shall not be used on any professional letterhead, card or sign, except with the official consent of the Council, in any other place or manner, except in curriculum vitae or job applications, lest its use be interpreted to imply that the Student Affiliate is a Member rather than a Student Affiliate of the Association.

Section 5 Honourary Members shall have the privilege of attending meetings of the Association and of participating therein but shall have no vote and shall not be eligible to hold office or to hold membership on Council. Honourary Members shall be eligible to serve on committees.

Section 6 Members, Associates, Student Affiliates, and Honourary Members shall receive the proceedings of the Association and such other Association documents and publications as the Council may direct.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

## ARTICLE 9 DUES AND FEES

Section 1 Association dues and fees shall be payable by Members, Associates, and Student Affiliates as shall from time to time be fixed by majority vote of the Council, which vote shall become effective only when confirmed by a vote of the Members at an Annual or other General Meeting. The Manitoba Association of Landscape Architects shall invoice members annually for Association dues plus dues, fees, and levies established by the Canadian Society of Landscape Architects.

The Secretary shall notify the members on an annual basis of the dues or fees payable by them, and, if they are not paid within sixty (60) days of the due date, the members in default shall thereupon automatically cease to be members of the Association. Former full Members may on payment of all unpaid dues or fees be reinstated by majority vote of the Council. Former Associates may on payment of all unpaid dues or fees, or the equivalent of two years current Associate dues or fees (whichever is less), be reinstated by majority vote of the Council.

## ARTICLE 10 ANNUAL AND OTHER MEETINGS OF MEMBERS

Section 1 The Annual or any other General Meeting of the Members will be held at the head office of the Association or elsewhere in Manitoba as the Council may determine and on such day as the Council shall appoint. At every Annual Meeting, to be held not later than March 31st of that year, in addition to any other business that may be transacted, the report of the Council and the financial statement shall be presented, and Council elected as required. A report of the auditors may also be presented if Council by resolution directs that auditors be appointed at a fixed remuneration for any given year. The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members. The Council or the President shall have power to call at any time a General Meeting of the Association. No public notice or advertisement of members' meetings, Annual or General, shall be required, but notice of time and place of every such meeting shall be given to each Member, Associate, Student Affiliate, and Honourary Member by sending the notice by prepaid mail or telegraph at least ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice, if all the members of the Association are present thereat, and at such meeting any business may be transacted which the Association at Annual or General Meetings may transact.

Section 2 Error or Omission in Notice. No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the Members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Associate, Student Affiliate, Member of Council, or Officer for any meeting or otherwise, the address of such person shall be his last address recorded on the books of the Association.

Section 3 Quorum of Members. A quorum for the transaction of business at any meeting of Members shall consist of the majority of Members of the Association present in person, or by written proxy.

Section 4 Voting of Members. Subject to the provisions, if any, contained in the Letters Patent of the Association, each Member of the Association shall at all meetings of Members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a Member but before voting shall produce and deposit with the Secretary, sufficient appointment in writing from the Member he represents. No Member shall be entitled either in person or by proxy to vote at meetings of the Association unless he had paid all dues or fees, if any, then payable by him.

At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person or represented by proxy unless otherwise required by the By-Laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number for or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any General Meeting whether upon a show of hands or at a poll, the Chairman shall be entitled to a vote.

Section 5 Amendment to By-Laws. Members entitled to vote at any Annual or special meeting may amend the By-Laws by a two-thirds majority vote thereof. Proposed amendments to the By-Laws shall be made public to the members not later than 10 days prior to the Annual or special meeting.

# The Manitoba Association of Landscape Architects

a component organization of the Canadian Society of Landscape Architects

## ARTICLE 11 BANKING

- Section 1 Financial Year. Unless otherwise ordered by the Council, the fiscal year of the Association shall terminate on the 31st day of December of each year.
- Section 2 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Council and any one of such officers or agents may along endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- Section 3 Deposit of Securities for Safekeeping. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Council. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Council and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Council shall be fully protected in acting in accordance with the directions of the Council and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## ARTICLE 12 BORROWING

- Section 1 The Council may from time to time when authorized by the general membership:
- a) borrow money on the credit of the Association; or
  - b) issue, sell or pledge securities of the Association; or
  - c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association

By-Laws as amended at the Annual Meeting held April 13, 2007.

PRESIDENT

SECRETARY

---

---