

General By-Laws #7

Canadian Railroad Historical Association

Definitions

- 1** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- 1a** "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 1b** "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1c** "board" means the board of directors of the Corporation and "director" means a member of the board;
- 1d** "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- 1e** "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- 1f** "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1g** "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- 1h** "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- 1j** "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Interpretation

- 2a** In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2b** Other than as specified in 2a above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Repeal of former by-laws

- 3** All former by-laws and amendments thereto are hereby repealed.

Insignia and seal

- 4** The Association shall employ either or both, as appropriate, of two insignia differing from each other only in the language of the inscribed wording; one design having inscriptions in the English language, the other having inscriptions in the French language. The form of these insignia shall be a disc with the encircling inscription "Canadian Railroad Historical Association" for the English-language insignia, and the words "Association canadienne d'histoire ferroviaire" for the French-language insignia, in both cases terminated by a small image of a maple leaf. In the field shall be the image of a locomotive and tender on a section of track beneath which is the image of a rectangular plate bearing the name "Dorchester". In the background shall appear the contour of a conical-shaped mountain surmounted by the word "established" in the English-language insignia and "fondée en" in the French-language insignia. Beneath the locomotive and nameplate shall appear the numerals "1932".
- 5** The corporate seal of the Association shall be in the form of a disc with the encircling inscription "Canadian Railroad Historical

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Association", and the figures "1932" at the base. In the field shall be the image of a locomotive and tender, the latter bearing the name "Dorchester". In the background shall appear the contour of a conical-shaped mountain surmounted by the word "incorporated", and beneath the locomotive shall appear the numerals "1941". This seal, an impression of which appears on the margin of these by-laws, is hereby adopted as the corporate seal of the Association.

Annual Financial Statements

- 6** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Members

- 7** The membership of the Association shall consist of the following two classes;
Class A membership is available to natural persons over 18 years of age and consist of four types (Regular, Contributing, Honorary, and Honorary Life Members as described below
- 7a** Regular members: regular membership shall be available to those who are interested in furthering the object of the Association, wish to participate in its affairs, and to assume all the obligations and responsibilities therefor. Regular members shall enjoy all the privileges of the Association and shall have the right to vote at all the meetings of the members. Regular members shall pay the full membership dues.
- 7b** Contributing members: persons wishing to give further support to the Association may be designated contributing members upon payment of an increased membership fee which shall consist of the regular annual membership fee plus a donation. The amount of such donation required for contributing membership shall be determined by the Board of Directors at the time when the membership dues for the ensuing year are being set. Contributing members shall enjoy all the privileges of regular membership including the right to vote.
- 7c** Honorary members: the Board of Directors may elect to honorary membership persons, who not being regular members of the Association have made outstanding and noteworthy contributions, either of time and work or tangible assets, to the Association or to its projects and objects. Honorary members shall have all the privileges of regular members, but shall not pay dues. Any honorary member may be elected an honorary officer.
- 7d** Honorary life members: an honorary life membership may be conferred upon any person who has rendered exceptionally meritorious and loyal service to the Association. Such honorary life membership must be passed by resolution at a meeting of the Board of Directors and confirmed at a subsequent general meeting of the members. Honorary life members shall enjoy all the privileges of regular members, including the right to vote, but shall not pay dues.
- 8** Class B membership is available to natural persons under 18 years of age and to corporations as described below
- 8a** Junior members: junior membership shall be available to applicants under the full age of eighteen (18) years. Junior members

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shall pay the same dues as regular members and shall enjoy the same privileges as regular members except that they shall not have the right to vote. Junior members, on attaining the full age of eighteen (18) years, and upon giving notification of this fact to the Secretary, shall be transferred to regular membership, retaining their membership number.

- 8b** Corporate members: Non-voting members who are not natural persons. Their dues and privileges shall be determined by the Board of Directors without need for confirmation by the membership.

Voting

- 9** Class A members may vote at all the members' meetings of the Association providing they are not delinquent in their dues and are otherwise in good standing with the Association on the day of the meeting. All voting shall be in person and not by proxy.

Confirmation of membership

- 10** Every application for membership shall be submitted for approval to the Board of Directors or to such person or persons as the Board may delegate for that purpose. The Board shall have the right to overrule any such decision made by such delegate. In addition any applicant for membership whose application is denied has the right to appeal this decision directly to the Board of Directors. The Board may accept any application for a class of membership other than the one applied for.

Membership Number

- 11** Every member of the Association shall, on being admitted to membership, be given a membership number which shall be assigned in consecutive order by the person delegated to maintain the membership file. Each membership number shall be unique to that member and shall not be assigned to anyone else even if the original assignee ceases to be a member of the Association for any reason whatever.

Resignation of members

- 12** Any member of the Association may at any time, by a notice in writing addressed to the Secretary of the Association, resign as a member of the Association. Resignation does not relieve the member from the payment of any outstanding obligations due to the Association from the member.

Lapse of membership

- 13** If a member shall not have paid his dues within three (3) months after the expiry date of his membership, he shall be considered delinquent and shall not enjoy any privileges of membership until his dues for that year are paid. If his dues remain unpaid after twelve (12) months, his membership shall be considered to have lapsed and he shall cease to be a member of the Association. Lapse of membership does not relieve the member from the payment of any outstanding obligations due to the Association from the member except for the dues for the year in which his membership lapsed.

Expulsion of members

- 14** Any member may, for just cause, be expelled from the Association by resolution passed by a majority of the Board of Directors and ratified and confirmed by a vote of three-quarters ($\frac{3}{4}$) of the members present at the next general meeting of the members. A member who is expelled has the right to appeal this decision directly to the Board of Directors before the next general meeting of the members here above mentioned. Expulsion does not relieve the member from the payment of any outstanding obligations

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due to the Association from the member.

Reinstatement of members

- 15 Any person who was formerly a member, but whose membership has ceased for any reason, may be readmitted to membership upon making a new application and having such application considered in the same manner as a new applicant. If, however, the former member had been expelled from the Association, the application for reinstatement must be considered by the Board of Directors and may not be delegated. A reinstated member shall be given a new membership number unless he pays the full membership dues for the years that his membership was in abeyance, in which case his original membership number may be restored to him.

Interest of members not transferable

- 16 The interest of members in the Association shall not be transferable by any means whatsoever, but shall lapse and cease to exist upon the death of a member or whenever a member ceases to be a member of the Association by resignation, expulsion or otherwise in accordance with the by-laws from time to time in force. Upon such cessation of membership, any dues paid for the current year shall not be refundable, either in whole or in part, to the member or, in the event of the member's death, to his heirs or estate.

Divisions

- 17 Upon the application of ten (10) or more Class A members residing in a given municipality or area, who desire to form a division of the Association, the Board of Directors may authorise the formation of such a division to be known as "the ----- division of the Canadian Railroad Historical Association" and may thereupon issue a certificate defining the jurisdiction of such division. In exceptional cases the Board of Directors may authorise the formation of a division having less than the minimum number of members heretofore required.
- 18 Membership in a division need not be confined to voting members of the Association, however at least ten percent (10%) of the members of the division must be Class A members of the Association, which ten percent may include the minimum of ten voting members required to form and continue the division.
- 19 Every division thus constituted shall have the right to make by-laws and regulations governing its own activities, so long as they are not inconsistent with the general by-laws, regulations and principles of the Association. Every division shall deposit a copy of all such by-laws and regulations with the Secretary of the Association. A newly-created division must deposit its initial by-laws within six (6) months of the granting of its certificate. Failure to submit such by-laws within the time limit, unless such time limit is extended by the Board of Directors of the Association, will make the certificate null and void.
- 20 Each division shall submit to the Board, once a year, or upon request, a report of activities and financial statements of the division for the preceding year. Failure to submit such statements may be grounds for the revocation of the division's certificate.
- 21 Each division shall be solely and entirely responsible for all its own debts and other obligations. Furthermore, each division shall be incorporated or be a legal person under a federal or provincial act in Canada, unless it has no capital property or has a total annual budget of no more than ten thousand dollars (\$10,000.00)

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- 22** No officer or any other member of any division shall make any public statement, oral or written, with respect to the policy of the Association.
- 23** In the event of a division failing to maintain the minimum membership provided for under its certificate, or acting beyond the jurisdiction laid down for it by the Board of Directors, or otherwise acting in a manner derogatory to the reputation and best interests of the Association, the certificate of the division may be revoked by resolution of the Board of Directors.

Other general meetings

- 24** A general meeting of the members of the Association may be held at any time upon the call of the President, or at the request of a majority of the Board of Directors, or upon the written request, addressed to the Secretary, of any fifteen (15) Class A members of the Association.
- 25** The notice to a general meeting of members where special business will be transacted shall specify the agenda to be followed at the meeting and shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

Notice of Meeting of Members

- 26** Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
- 26a** a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- 26b** b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.⁵
- 26c** Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Quorum

- 27** At any meeting of the members of the Association, fifteen Class A members shall constitute a quorum.

Persons Entitled to be Present

- 28** The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Chair of the Meeting

- 29** In the event that the President and Vice -President are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

Voting

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- 30 Each Class A member present at a meeting shall have one vote. A majority of the votes cast by members present and carrying voting rights shall determine the question in meetings except where the vote or consent of a greater number of members is required by the Act or these By-Laws.

Directors

- 31 Fifteen (15) directors shall be elected by the Class A members according to the procedures described in articles 37 to 40.

Qualifications for director

- 32 The qualification of an elected director shall be Class A membership in the Association at the time of his election and continuously throughout his term of office. Directors must also be Canadian citizens.

Term of office

- 33 The directors elected by the voting members shall hold office for a term of three (3) years or until their successors are elected or appointed. Five (5) directors shall be elected each year while the terms of the other five elected directors continue until the following year, and the terms of the remaining five elected directors continue until the next-but-one following year.
- 34 Retiring directors shall be eligible for re-election if otherwise qualified. A retiring director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected.

Vacation of office

- 35 The office of a director shall be ipso facto vacated if the director:
If an elected member, ceases to be a Class A member for any reason whatsoever.
- 36 If a director, without just cause (as determined by the Board), fails to attend three consecutive regular meetings of the Board he shall be deemed to be delinquent as a director and, upon resolution of a quorum of the remaining directors, his directorship shall be suspended from the time of such resolution. Such director shall, however, have the right to appear in person at the next regular Board meeting and appeal such a decision. If his appeal is successful he may be reinstated as a director, but if no appeal is made or if such appeal is not successful his position on the Board shall be declared vacant, so making it possible for the remaining directors to appoint a replacement for the retiring director at such meeting.

Election of directors

- 37 The directors shall, at a meeting of the Board held at least three (3) months before the annual general meeting, appoint a nominating committee composed of three (3) or more voting members. The nominating committee shall thereupon prepare a list of at least five (5) voting members as candidates for the Board of Directors, each of whom must be eligible to be a director and must have signified his consent to serve as director if elected or confirmed. This list must be submitted to the Secretary of the Association at least 75 days before the annual general meeting. At any time after this list is deposited, within normal business hours, the Secretary shall allow any voting member who applies therefor to take communication of the list.
- 38 In addition, any Class A member of the association in good standing shall have the right to propose additional nominations for

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the Board of Directors, which nominations shall be duly proposed and seconded in writing, must bear the consent of the nominee to serve if elected and must be in the hands of the Secretary at least 75 days before the annual general meeting.

- 39** In the event that there are more candidates than positions, the voting for directors shall be by ballot, which shall be mailed, or otherwise transmitted, to all voting members at least sixty (60) days before the date of the Annual General Meeting. Members may then vote and return ballots at least ten (10) days before the Annual General meeting. The results shall be announced at the Annual General Meeting.
- 40a** The executive committee shall select a professional (lawyer, notary, accountant) to receive the ballots, verify them ,tabulate the results and report them to the members at the members meeting.
- 40b** The Secretary will serve as Returning Officer unless he will be a candidate in the election or declines to do so. If the Secretary is not able to act as Returning Officer, the Board of Directors shall appoint a person to fill the position
- 40c** The Returning Officer is not required to personally perform all the duties or acts required of him but may delegate some of them as needed provided he maintains control of the acts and the ballots.
- 40d** The Returning Officer shall obtain a list of voting members with their addresses from the Secretary or other person keeping this information.
- 40e** The Returning Officer shall obtain a list of candidates from the Secretary.
- 40f** The Returning Officer shall obtain a photograph and biography/statement from each candidate in both languages
- 40g** The Returning Officer shall prepare the biography sheet for the candidates in both languages. He may suggest editorial or other changes to the biography/statement and may refuse to include any statement that is clearly untrue, defamatory, or not in keeping with the ideals of the Association. The biography/statement is limited to one half page per candidate.
- 40h** The Returning Officer shall prepare the ballots listing the candidates selected by the Nominating Committee and those added by independent nomination. All lists of candidates shall be in alphabetical order. The ballot shall contain information on how to cast the ballot and the date on or before which it must arrive to be counted.
- 40i** The Returning Officer shall prepare return envelopes for the ballots with the member's name and address or some other identifying information on the envelope.
- 40j** The Returning Officer shall assemble the ballot, biography/statement, and personalized ballot return envelope, insert them in an envelope addressed to the member, and mail them by the date required in the bylaws.

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- 40k** Receipt of ballots by the designated professional: Before any ballot envelopes are opened, they must be verified against the list of members used to prepare them. The identification information on each envelope shall be checked against the voting member list, and if correct, the member's name shall be struck out on the list and the ballot envelope shall be marked and initialled by the professional as verified and put with the others to be opened. If more than one ballot envelope is received bearing the identification for a member, all the member's ballot envelopes shall be set aside unopened and shall not be counted. If a ballot envelope does not bear identification information for a member on the voting members list, it shall be put aside and not opened nor counted.
- 40l** The professional tabulating the ballots shall not disclose the way any individual voted to the corporation.
- 40m** The professional shall prepare a summary tally sheet stating the total number of ballot envelopes opened, the number of envelopes that did not contain a ballot, the number of ballots that were spoiled, the number of ballots that were disallowed, the number of ballots that were blank, and the number of votes cast for each candidate.
- 40n** The professional shall collect all the envelopes, ballots, tally sheets, notes and other materials and retain them in a secure location until at least 14 days after the Annual General Meeting of the members at which the results are announced.
- 40p** The professional shall destroy the envelopes, ballots, and tally sheets 15 days after the Annual General Meeting of the members unless otherwise instructed.

Meetings of the directors

- 41** Meetings of the Board of Directors, except as otherwise required by law, may be held at such time and at such place as the Board may decide. A meeting may be convened at any time by the President or a Vice President, and, in addition, a meeting must be held if requested in writing by at least one-third (1/3) of the directors.
- 42** The directors shall meet immediately after the annual general meeting of the Association at which they have been elected and no notice of this meeting shall be necessary. Otherwise notices shall be sent to each director at least fourteen (14) days before the meeting is to take place. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may waive notice of any such meeting and may ratify, approve, and confirm any or all proceeding taken or had thereat.
- 43** Formal notice of directors' meetings need not be given if all the directors are present in person or otherwise, or if a quorum is present and those directors who are absent have signified their consent by writing, telegraphing or other form of recorded or transmitted message to the holding of the meeting in their absence, or if all the absent directors sign a waiver of notice of the time, place and purpose of such meeting.

Quorum

- 44** The greater of eight (8) directors or a majority of the directors actually elected or appointed shall constitute a quorum at all meetings of the Board of Directors. Any director can participate at a meeting of the Board of Director whether in person, by

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telephone or by any other means of direct transmission.

Votes to Govern

- 45 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

Adjournments

- 46 If less than a quorum be in attendance at the time for which any meeting of the directors shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding the meeting, be adjourned from time to time by the persons present, for a period not exceeding two (2) weeks at any one time, with due notice being given to directors not present, until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by majority vote
- 47 At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Indemnities to Directors and Others

- 48a Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:
- 48b all costs, charges and expenses which such director sustains or incurs in or about any actions, suit or proceeding which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- 48c All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Officers

- 49 The officers of the Association shall consist of the President, two (2) Vice-Presidents, the Treasurer, the Secretary
- 50 The officers of the Association shall be elected by the directors from amongst themselves at the first meeting of the Board held following the annual general meeting or within a delay of seven (7) days following the annual meeting.
- 51 The officers of the Association shall hold office for one (1) year or until their successors are elected or appointed in their stead.

Duties of the officers

- 52 The President shall be the Chief Executive Officer of the Association. He shall preside at all meetings of the members of the Association and also at all meetings of the Board of Directors and shall exercise a general and active supervision over the affairs of the Association. He shall see that all orders and resolutions of the Board of Directors are carried into effect. One of the Vice-Presidents shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors. If the President and the Vice-Presidents shall all be absent or decline to act, the persons present may choose someone of their number to be chairman of the meeting.

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- 53** The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the book belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank, credit union or trust company as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursement, and shall render to the President and directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association.
- 54** The Secretary shall carry out his affairs for the Association generally under the supervision of the officers thereof and shall attend all meetings of members and of the Board of Directors and act as clerk thereof and shall record all votes and minutes of all proceeding in the books to be kept for that purpose. He shall give or cause to be given notice of all said meetings, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision he shall be. He shall have the custody of the seal of the Association.
- 55** The Board of Directors shall have power to adopt, by resolution, rules specifying and defining the duties and powers of the various officers of the Association.

Vacancy in Office

- 56** In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
- 56a** the officer's successor being appointed,
- 56b** the officer's resignation,
- 56c** such officer ceasing to be a director (if a necessary qualification of appointment) or
- 56d** such officer's death.
- 56e** If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy

Executive Committee

- 57** There shall be an executive committee composed of the President, the Treasurer, the Museum Executive Director (non-voting) and three (3) directors appointed by the Board of Directors. The executive committee shall exercise such powers as are authorized by the Act. Any executive committee member may be removed by a majority vote of the Board of Directors. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. Meetings of the executive committee shall be held at any time and place to be determined by the members of such a committee, provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Four (4) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and

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confirm any or all proceedings taken or had thereat.

Committees

- 58 The Board of Directors may, by resolution, establish such committee or committees, as they shall deem expedient for the better carrying on of the business of the Association. The directors shall determine the duties of such committees and appoint members thereto.

Signing documents

- 59 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Banking arrangements

- 60 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

Fiscal year

- 61 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall terminate on March 31st.

Dues and assessments

- 62 The amount of the annual dues or fees payable by the members in each type of membership shall be fixed annually by a resolution of the Board of Directors no later than the month of November. The Board may in like manner determine the conditions and terms of payment thereof, and the exercise of these powers shall be submitted for ratification and approval at each annual or special general meeting of the Class A members.

Notices

Method of Giving Notices

- 63 Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- 63a a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- 63b b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 63c c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

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- 63d** d) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- 63e** A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- 63f** The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable.
- 63g** The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 63h** The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Invalidity of any provisions of this by-law

- 64** The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Omissions and Errors

- 65** The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Fundamental Changes

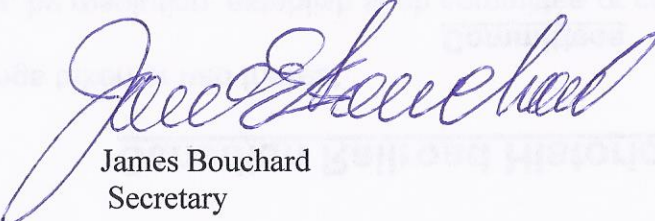
- 66** Article 197 of the Act requires a special resolution to make changes to the following paragraphs (and their subparagraphs) of these bylaws: 7 to 11, 16, 25, 26, 30, 37 to 40, and 63

Coming into effect

- 67** This bylaw shall come into effect on the date the Certificate of Continuance is issued under section 297 of the Canada Not for Profit Corporations act.

Certified to be Bylaw No. 7 of the Corporation, as enacted by the directors of the Corporation by resolution on the 7th day of May 2014 and confirmed by the members of the Corporation by special resolution on the 14th day of June 2014 and made effective by the Certificate of Continuance issued on the 18th day of June 2014 by Industry Canada


Stephen Cheasley
President


James Bouchard
Secretary