

## BY-LAW NO.1

A by-law relating generally to the transaction of the affairs of the  
STANDBRED BREEDERS OF ONTARIO ASSOCIATION INC.

BE IT ENACTED as a by-law of the Standardbred Breeders of Ontario Association Inc. (the "Association") as follows:

### ARTICLE I - OBJECTS AND PURPOSES

The Association shall have the following objects and purposes:

- (a) To continually work to improve the quality of standardbred horses in Ontario;
- (b) To assist and afford means for the promotion of the interests of those engaged in the breeding of standardbred horses in Ontario;
- (c) To generally preserve and promote the standardbred breeding industry in Ontario and in particular without limiting the generality of the foregoing to support, maintain and enhance stakes racing in Ontario for standardbred horses;
- (d) To offer financial support by way of grant, subsidy, bursary or otherwise as funds may be available from time to time to the support and development of breed improvement programs for standardbred horses in Ontario;
- (e) To disseminate to its members and other interested members of the public information regarding the standardbred breeding industry in Ontario;
- (f) To accept donations from any person and to raise funds by any means, as considered appropriate by the Directors;

- (g) To invest funds of the Association in such a manner as the Directors may determine in those investments authorized by law for Trustees, and
- (h) Other complimentary purposes not inconsistent with these objects.

## ARTICLE II - HEAD OFFICE

The Head Office of the Association shall be in the City of Toronto in the Province of Ontario, and at such place thereafter as the directors may from time to time determine.

## ARTICLE III - SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

## ARTICLE IV - BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of twelve directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be an Annual Voting member of the Association. Each director shall be elected to hold office until the third annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified., but shall be eligible for re-election if otherwise qualified. The election of directors shall be held in rotation such that in each year four directors will be elected and four directors shall retire from the board.

The election of directors shall be by way of written ballot or in such other manner as the bylaws of the Association may then prescribe.

The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

## ARTICLE V – NOMINATIONS

A nominations committee composed of the returning incumbent directors shall seek and present to the board and subsequently to members of the Association the names of nominees for election as directors.

Nominations shall be invited from the membership at large by published notice to the members, no later than twelve weeks before the annual meeting of members.

Nominations received by the nominations committee must include the nominees' written consent to stand and the support of at least six annual voting members, as evidenced by their signatures.

The nominations committee shall prepare a ballot which shall contain all valid nominations received by it and any nominations made by that committee. It shall also contain the professional or other address of all nominees.

At least eight weeks prior to the annual general meeting the nominations committee shall provide to each annual voting member of the Association then in good standing a copy of the ballot. The ballot may be provided by mail, facsimile or electronic mail.

The ballot shall be marked and returned to the nominations committee prior to midnight of the day which falls 30 days prior to the annual general meeting of members.

The nominations committee shall verify that only annual voting members have voted and shall have charge of the counting and tabulation of all votes cast, and shall put in place procedures to ensure that the confidentiality of individual votes is maintained.

The nominations committee shall report the results of the election to the membership at the annual general meeting including in that report a tally of the number of votes cast for each candidate, the number of eligible voters, the total number of votes cast and the number of spoiled ballots.

## ARTICLE VI - VACANCIES, BOARD OF DIRECTORS

Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing three year term are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

#### ARTICLE VII - QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' 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 directors. Notice of such meetings shall be delivered, telephoned, facsimiled or emailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two 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 board 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 directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. The directors may consider or transact any business either special or general at any meeting of the board.

#### ARTICLE VIII - ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### ARTICLE IX - VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. An abstention shall not be counted in determining such majority.

In case of an equality of votes, the President shall not have a second or casting vote and the question shall fail. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence

of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

#### ARTICLE X - POWERS

The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its letters patent or otherwise authorized to exercise and do. Notwithstanding the generality of the foregoing, the directors of the association may in the exercise of an absolute discretion submit any contract to the members for approval or ratification.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

The directors may appoint such agents and engage such employees as deemed necessary, and such persons shall have such powers and authority and perform such duties as the directors shall prescribe.

#### ARTICLE XI – COMMITTEES

The directors may from time to time appoint such committees and for such purposes as is deemed necessary. Any such committee may formulate its own rules of procedure, subject to such direction or regulation as the directors may make from time to time.

The directors may remove any committee member, at any time for any reason.

#### ARTICLE XII - REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such, provided that directors may be reimbursed for reasonable out of pocket expenses incurred on behalf of the Association.

### ARTICLE XIII - OFFICERS OF ASSOCIATION

There shall be a President, a Vice-President, one Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board shall hold office until their successors are elected. The other officers of the Association may, but need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

All officers, subject to any written agreement to the contrary, shall be subject to removal by resolution of the directors, with or without cause.

### ARTICLE XIV - DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Association and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

### ARTICLE XV - DUTIES OF SECRETARY

The Secretary shall be *ex officio* clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. 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 board of directors to do so and to such person or persons as may

be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors. In the event that the person performing the usual duties of the Secretary is not a director, that person shall be entitled *ex officio* to attend all meetings of directors.

#### ARTICLE XVI - DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors 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. He shall also perform such other duties as may from time to time be determined by the board of directors. In the event that the person performing the usual duties of the Treasurer is not a director, that person shall be entitled *ex officio* to attend all meetings of directors.

#### ARTICLE XVII - DUTIES OF OTHER OFFICERS

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors requires of them.

#### ARTICLE XVIII – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

Standard of Care – Every director and officer of the Association in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Association shall comply with the Act, regulations, letters patent and supplementary letters patent and bylaws.

Limitation of Liability – Provided that the standard of care required of him has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or any other act of conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the

bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default.

Indemnity of Officers and Directors – Subject to the Act, the Association shall indemnify an officer or director of the Association, a former officer and director of the Association or a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, or who acted as an officer or director of another body corporate or other association at the Association's request and on its behalf, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or to satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such body corporate or association if,

- (a) he acted honestly and in good faith with a view to the best interests of the Association, and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Association shall indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or by law.

Insurance – Subject to the Act, the Association may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Association pursuant to this Article as the directors may from time to time determine.

#### ARTICLE XIX – CONFLICT OF INTEREST

A director who is in any way directly or indirectly interested in a contract or proposed contract with the Association shall make the disclosure required by the Act. Except as provided by the Act, no director shall vote on any resolution to approve any such contract.

In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act and specifically subject to the provisions of that section:

- (a) no director shall be disqualified from any such office or shall vacate any such office by reason of holding any office or place of profit under the Association or under any corporation or other organization in which the Association shall be a member or shareholder or by reason of being otherwise in any way



- directly or indirectly interested in or contracting with any such corporation or organization in which the director is in any way directly or indirectly interested in as a vendor, purchaser or otherwise;
- (b) subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Association with any other corporation or organization shall be void or voidable solely on the basis that a director has a direct or indirect interest in such corporation or organization, and
  - (c) no director shall be accountable to the Association or its members for any profit realized by or from any such contract or arrangement solely on the basis of such relationship.

#### ARTICLE XX - REPRESENTATIVE TO OTHER ORGANIZATIONS

The directors shall appoint from among themselves a director to act as the Association's representative to the board of directors of the Ontario Harness Racing Industry Association ("OHRIA"), which appointment shall become effective commencing on the date of the OHRIA annual meeting in June of each year, or at such other date as the directors shall from time to time determine

While serving as the Association's representative to the board of directors of OHRIA such nominee may not also be a director or officer of any other organization that is represented on the board of directors of OHRIA.

The directors may appoint any director as the Association's representative to any other organization. Such an appointment shall not in itself constitute a conflict between the representative's own interests and those of the Association or the other organization.

#### ARTICLE XXI- EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Association to such instruments as require the same.

Subject to prior approval by the board, contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the President, Vice-President, and Treasurer or by any person authorized by the board, as these contracts are approved by the board from time to time.

The President, Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time 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 transfer of shares, bonds or other securities from time to time 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 Association.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, all or any particular instrument, contract or obligations of the Association may or shall be executed.

#### ARTICLE XXII - BOOKS AND RECORDS

The directors 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.

#### ARTICLE XXIII - MEMBERSHIP

There shall be two classes of members in the Association, as follows:

Annual Voting Members are persons, partnerships, corporations or other legal entities who:

- (a) owns a standardbred horse that was bred in Ontario in the current of previous breeding season, and
- (b) have paid the prescribed membership fee.

Annual Associate Members are persons, partnerships, corporations or other legal entities who:

- (a) have paid the prescribed membership fee, and

(b) do not otherwise qualify as Annual Voting Members.

Applications for membership shall be in writing on a form approved by the board of directors of the Association.

Applicants for an annual voting membership which are partnerships, corporations or other legal entities shall specify on their membership application form the name and mailing address of the person authorized to vote or otherwise act for on their behalf. The person so authorized may be changed from time to time on ten days written notice to the Secretary of the Association. Any one person so authorized may not act for or vote on behalf of more than one annual voting member.

An application for membership may be declined by the board of directors in the exercise of an absolute discretion. Without limiting the generality of the foregoing an application may be declined if the applicant has defaulted in payment of any fees or financial obligations due to the Association or has contravened the Association's bylaws.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to acceptance of his resignation.

Each Annual Voting Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

An Annual Associate Member shall not be entitled to vote at any meeting of the members of the Association, or otherwise.

Each member shall promptly be informed by the Secretary of his admission as a member.

#### ARTICLE XXIV - DUES

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by vote of the board of directors, which vote shall

become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

#### ARTICLE XXV - ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and the directors elected as required by Article IV, and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors [or the President or Vice-President] shall have power to call at any time a general meeting of the members of the Association. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, electronic mail or facsimile, ten days before the time fixed for the holding of such meeting; provided that any such meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

#### ARTICLE XXVI - 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, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Association.

#### ARTICLE XXVII - ADJOURNMENTS

Any meetings of the Association or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### ARTICLE XXVIII - QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than twenty annual voting members present in person or represented by proxy.

#### ARTICLE XXIX - VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Association, each Annual Voting 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 his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has 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 Annual Voting Members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or by law. An abstention shall not be counted in determining such majority.

Every question shall be decided in the first instance by ballot. Every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the President 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 or proportion of the votes accorded in favour of 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 President 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, In case of an equality of votes, the President shall not have a second or casting vote and the question shall fail

#### ARTICLE XXX - FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the 31<sup>st</sup> day of October in each year.

#### ARTICLE XXXI - CHEQUES, ETC.

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 board of directors and any one of such officers or agents may alone 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 bankers of 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.

#### ARTICLE XXXII - 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 board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of agents of the Association, and in such manner, as shall from time to time be determined by resolution of the board or directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### ARTICLE XXXXIII NOTICE

Whenever under the provisions of the by-laws of the Association, notice is required to be given, such notice may be given either personally, via facsimile or electronic mail or by depositing same in a post office or a public letter box, in a prepaid,

sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Association. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if facsimiled or emailed shall be held to be sent when the same was facsimiled or emailed. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Association.

#### ARTICLE XXXIV - BORROWING

The directors shall not incur any debts other than debts for current operating expenses or debts incurred in connection with the purchase and sale of investments. Subject to the foregoing, the directors may from time to time

- 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.

From time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

#### ARTICLE XXXV - INTERPRETATION

In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires:

"Act" means the Corporations Act R.S.O. 1990 c.C38 as amended;

"appoint" includes "elect" and *vice versa*;

"board" means the board of directors of the Association;

"by-law" means this by-law and all other by-laws, including special by-laws, of the Association as amended from time to time and which are, from time to time, in force and effect;

"director" means a member of the board, and

"meeting of members" includes an annual meeting of members and a special meeting of members words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Except wherein specifically defined herein, words, terms and expressions shall have the meanings ascribed to them under the Act.

Words importing the singular include the plural and *vice versa*.

Words importing gender include the masculine, feminine and neutral genders.

Words importing a person include an individual, sole proprietorship, partnership, unincorporated association, syndicate trust, body corporate and a natural person in his capacity as trustee, executor, administrator or other legal representative.