

FRIENDS OF THE ORPHANS, CANADA

GENERAL OPERATING BY-LAW NO. 7

INDEX

SECTION 1 – INTERPRETATION	5
1.01 Definitions.....	5
1.02 Interpretation.....	7
SECTION 2 – GENERAL	7
2.01 Registered Office	7
2.02 Corporate Seal.....	7
2.03 Execution of Documents.....	8
2.04 Board Policies	8
SECTION 3 – FINANCIAL MATTERS	8
3.01 Financial Year.....	8
3.02 Banking Arrangements	8
3.03 Public Accountant and Financial Review	8
3.04 Annual Financial Statements	9
3.05 Borrowing.....	10
SECTION 4 – MEMBERS	10
4.01 Classes and Conditions of Membership.....	10
4.02 Duties and Rights of Members	11
4.03 Membership Dues	11
4.04 Resignation and Termination of Membership	11
SECTION 5 – MEETINGS OF MEMBERS	12
5.01 Meeting of Members.....	12
5.02 Annual Meetings.....	12
5.03 Special Meetings.....	12
5.04 Place of Meetings.....	14
5.05 Special Business.....	14
5.06 Notice of Meetings.....	14
5.07 Record Date	15
5.08 Waiving Notice	15

5.09	Persons Entitled to be Present.....	15
5.10	Chairperson of the Meeting	15
5.11	Quorum	16
5.12	Participation at Meetings by Electronic Means	16
5.13	Votes to Govern	16
5.14	Show of Hands	16
5.15	Ballots	17
5.16	Rules of Order.....	17
5.17	Adjournment	17
SECTION 6 – DIRECTORS.....		17
6.01	Powers.....	17
6.02	Number	18
6.03	Qualifications	18
6.04	Composition, Election and Term	18
6.05	Appointment by Directors.....	19
6.06	Consent	19
6.07	Ceasing to Hold Office	20
6.08	Resignation	20
6.09	Removal	20
6.10	Filling Vacancies	20
6.11	Remuneration of Directors.....	21
6.12	Remuneration of Officers, Agents, Employees	21
6.13	Committees	21
6.14	Standing Committees	21
SECTION 7 – MEETINGS OF DIRECTORS.....		22
7.01	Place of Meetings.....	22
7.02	Calling of Meetings.....	22
7.03	Notice of Meeting	22
7.04	Waiving Notice	23

7.05	First Meeting of New Board	23
7.06	Regular Meetings	23
7.07	Quorum	24
7.08	Participation at Meeting by Telephone or Electronic Means	24
7.09	No Alternate Directors	24
7.10	Chairperson of the Meeting	24
7.11	Votes to Govern	25
7.12	Rules of Order.....	25
7.13	Dissent at Meeting	25
7.14	Dissent of Absent Director.....	25
7.15	Resolutions in Writing.....	25
7.16	Meetings In Camera.....	26
7.17	Disclosure of Interest	26
7.18	Confidentiality	27
SECTION 8 – OFFICERS		27
8.01	Appointment	28
8.02	Description of Offices.....	28
8.03	Term of Office	29
8.04	Vacancy in Office	29
8.05	Remuneration of Officers	30
8.06	Agents and Attorneys.....	30
8.07	Disclosure (Conflict of Interest)	30
SECTION 9 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....		30
9.01	Duties of Directors and Officers	30
9.02	Limitation of Liability.....	31
9.03	Indemnity of Directors and Officers	31
9.04	Insurance	32
9.05	Advances.....	32
SECTION 10 – NOTICES		32

10.01	Method of Giving Notices	32
10.02	Computation of Time.....	33
10.03	Undelivered Notices.....	34
10.04	Omissions and Errors	34
10.05	Waiver of Notice.....	34
SECTION 11 – DISPUTE RESOLUTION		34
11.01	Mediation and Arbitration	34
11.02	Dispute Resolution Mechanism	34
SECTION 12 – AMENDMENTS		35
12.01	Amendment of Articles.....	36
12.02	Amendment of By-laws	36
SECTION 13 – IDENTIFICATION AND REPEAL OF FORMER BY-LAWS		36
13.01	Repeal of Former General Operating By-laws	36

GENERAL OPERATING BY-LAW NO. 7

A By-Law relating generally to the conduct of the affairs of

FRIENDS OF THE ORPHANS, CANADA (a federal corporation) (the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 20th day of December, 1977 under the name "Friends of our Little Brothers, Canada";

AND WHEREAS the name of the Corporation was changed from "Friends of our Little Brothers, Canada" to "Friends of the Orphans, Canada" by Supplementary Letters Patent issued by the Federal Government of Canada on the 31st day of January, 1994;

AND WHEREAS the Corporation's objects and other special provisions were amended by Supplementary Letters Patent issued by the Federal Government of Canada on 20th day of April, 2005;

AND WHEREAS the Corporation's General Operating By-Law No. 4 was enacted on the 14th day of November 2004.

AND WHEREAS the Corporation's General Operating By-Law No. 5 was enacted on the 3rd day of May 2014.

AND WHEREAS the Corporation's General Operating By-Law No. 6 was enacted on the 7th day of May 2016.

AND WHEREAS the Corporation has applied for articles of continuance to be continued under the *Canada Not-for-Profit Corporations Act*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act* as follows:

SECTION 1 – INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "*Act*" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any regulations made pursuant to the *Act* and any statute or regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-law" or "by-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Constitution" means the Articles (including the Provisions), this by-law, by-laws, and any Policy Statements, adopted by the Corporation from time to time.
- (f) "Director" means a member of the Board.
- (g) "Ex officio" means a person is a member of a group or committee and has the right to attend and participate in all meetings. Such a person does not have a vote on said group or committee, nor do they count toward the quorum.
- (h) "Member" means a person who satisfies the requirements in Section 4.01 of these by-laws.
- (i) "Members" or "Membership" means the collective membership of the Corporation.
- (j) "Officer" means an officer of the Corporation.
- (k) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- (l) "Policy Statement" means a policy statement of the Corporation adopted in accordance with this by-law.
- (m) "Purposes" means the purposes of the Corporation set out in the Articles.
- (n) "Regulations" means the regulations made under the *Act*, as amended, restated or in effect from time to time.
- (o) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the *Act* shall have the meanings given to such terms in the *Act*;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;
- (d) words importing the masculine gender include the feminine and neuter genders;
- (e) the headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (f) the by-laws of the Corporation shall be interpreted in accordance with and subject to the purposes of the Corporation, which purposes for purposes of this By-law are incorporated by reference and made a part hereof; and
- (g) if any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the *Act*, the provisions contained in the Articles or the *Act*, as the case may be, shall prevail.

SECTION 2 – GENERAL

2.01 Registered Office

The registered office of the Corporation shall be situated in the province or territory specified in the Articles at such address as the Board may determine from time to time. The Directors may change the registered office to another place within the province or territory specified in the Articles.

2.02 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

2.03 Execution of Documents

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. Notwithstanding the foregoing, 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 thereto. 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.

2.04 Board Policies

The Board may adopt, amend, or repeal such board policies that are not inconsistent with by-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION 3 – FINANCIAL MATTERS

3.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December.

3.02 Banking Arrangements

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 may designate, appoint or authorize from time to time. The banking business or any part thereof shall be transacted by any two (2) Officers of the Corporation and/or other persons as the Board may from time to time designate, direct or authorize.

3.03 Public Accountant and Financial Review

- (a) Unless otherwise permitted by the *Act*, the Members shall, by Ordinary Resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting. If the Corporation meets the requirements for a "designated corporation" under the *Act* (by having \$50,000 or less in gross annual revenues for its last completed financial year), the Members may resolve not to appoint a public accountant upon unanimous approval of the Members.
- (b) If the Corporation meets the requirements for a "designated corporation" under the *Act* and if a public accountant is appointed by the Members, the public accountant must conduct a review engagement of the Corporation's financial statements. However, the Members may, by an Ordinary Resolution, require an audit be conducted instead.
- (c) If the Corporation does not meet the requirements for a "designated corporation" under the *Act* and if a public accountant is appointed by the Members, the public accountant must conduct an audit of the Corporation's financial statements. However, if the Corporation's gross annual revenues for its last completed financial year are equal to or less than \$250,000, the Members may by a Special Resolution, require a review engagement conducted instead.
- (d) The public accountant must meet the qualifications in the *Act*, including being independent of the Corporation and its affiliates, as well as the Directors and Officers of the Corporation and its affiliates. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.04 Annual Financial Statements

The Corporation shall send copies of the annual financial statements and other documents referred to in subsection 172(1) of the *Act* to the Members between twenty-one (21) to sixty (60) days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may publish a notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

3.05 Borrowing

(a) Borrowing Powers

Subject to the limitations set out in the *Act*, the Articles and this by-law, the Board may:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

(b) Authorization

From time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION 4 – MEMBERS

4.01 Classes and Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall consist only of the persons recorded as Members as of the date that this by-law comes into effect. Membership in the Corporation shall thereafter be available only to persons who meet the following conditions:

- (a) are over the age of eighteen (18) years;
- (b) who have made a financial contribution to the Corporation within the previous twenty-four (24) month period; and

- (c) who continue to make financial contributions to the Corporation on an ongoing basis following their admission to Membership, resulting in subsequent financial contributions being made to the Corporation by the Member within the previous twenty-four (24) month period immediately prior to the date of the notice of the annual meeting of Members each year.

4.02 Duties and Rights of Members

(a) Duties and Rights of Members

A Member of the Corporation shall have the following duties and rights:

- (i) the duty to further the Purposes for the Corporation as contained in the Articles;
- (ii) the duty to respect and submit to the procedures of the Corporation as expressed in its Constitution;
- (iii) right to receive notice of, attend, speak and participate at all meetings of Members; and
- (iv) the right to a single vote at all Meetings of Members.

(b) Membership Non-Transferable

Membership in the Corporation is non-transferable.

4.03 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board.

4.04 Resignation and Termination of Membership

(a) Resignation of Membership

Members may resign at any time from Membership in the Corporation by delivering a written notification of their resignation to the Executive Director of the Corporation, which resignation shall be deemed to have been accepted as of the effective date stated in the resignation.

(b) Termination of Membership

Membership in the Corporation shall automatically terminate upon occurrence of any of the following:

- (i) the Member dies;
 - (ii) a Member failing to maintain all of the qualifications of Membership set out in Section 4.01;
 - (iii) if at a meeting of Members of the Corporation called for that purpose, the Members determine by Special Resolution that a Member is to be removed as a Member of the Corporation.
- (c) Deemed Co-ordinated Resignation

If a Member resigns or is removed from Membership in the Corporation and holds a position of either a Director or Officer of the Corporation, that Member shall be deemed to have immediately resigned from his position as a Director, an Officer and/or a committee member of the Corporation.

SECTION 5 – MEETINGS OF MEMBERS

5.01 Meeting of Members

A "meeting of Members" or "Members' meetings" shall include an annual meeting of Members and a special meeting of Members.

5.02 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than eighteen (18) months after the Corporation comes into existence and thereafter, not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the *Act* to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the *Act*.

5.03 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting on written requisition of not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the *Act* or is otherwise inconsistent with the *Act*, within twenty-one (21) days from the date of the deposit of the requisition. The requisition may consist of several documents of similar form each signed by one or more Members, shall state the business to be transacted at the meeting and shall be sent to each Director and to the registered office of the Corporation.

However, a meeting would not need to be held if the requisition falls within the following list of exceptions set out in section 167(3) of the *Act*:

- (a) a record date has been fixed in accordance with the *Act*;
- (b) a Members' meeting has been called and notice of the meeting has been given; or
- (c) the business of the meeting as stated in the requisition includes matters that meet any of the following exceptions:
 - (i) it clearly appears that the primary purpose of the matter is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
 - (ii) it clearly appears that the matter does not relate in a significant way to the activities or affairs of the Corporation;
 - (iii) not more than two (2) years before the receipt of the requisition, the member failed to present at a meeting of members the matter that at the member's request had been included in a notice of meeting;
 - (iv) substantially the same matter was submitted to members in a notice of a meeting of Members held not more than five (5) years before the receipt of the requisition and did not receive the following minimum amount of support at the meeting:
 - (1) three percent (3%) of the total number of memberships voted, if the matter was introduced at one (1) annual meeting of Members;

- (2) six percent (6%) of the total number of memberships voted at its last submission to members, if the matter was introduced at two (2) annual meetings of Members; and
 - (3) 10 percent (10%) of the total number of memberships voted at its last submission to members, if the matter was introduced at three (3) or more annual meetings of Members; or
- (d) the rights to requisition a meeting are being abused to secure publicity.

5.04 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree. A Member who attends a meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

5.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant is special business.

5.06 Notice of Meetings

- (a) 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:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

- (b) Where the Corporation provides notice electronically referred to in Section 5.06(a)(ii) and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requested by in the manner set out in Section 5.06(a)(i).
- (c) Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.
- (d) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

5.07 Record Date

The Directors may fix, as a record date for any purpose, including determining Members entitled to receive notice of a meeting of Members and to vote at the meeting in accordance with the *Act* and the Regulations.

5.08 Waiving Notice

A Member and any other person entitled to notice of a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

5.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, 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.

5.10 Chairperson of the Meeting

The chairperson of Members' meetings shall be the Board Chair, or the Vice-Chair if the Board Chair is absent or unable to act. In the event that the Board Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.11 Quorum

- (a) A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the *Act*) shall be deemed to be met by the Members who are present. The Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- (b) Notwithstanding subsection (a), if a simple majority of the Members present are not satisfied that their number is great enough to bind the organization, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 5.17 with regard to notice shall apply to such adjournment.
- (c) For the purpose of determining quorum, a Member may be present in person or electronically pursuant to the provisions of Section 5.12.

5.12 Participation at Meetings by Electronic Means

With the consent of the Chairperson of the Meeting, Members may participate at meetings of Members by means of any telephonic, electronic or other communication means.

5.13 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or by-laws or by the *Act*, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting, in addition to an original vote, shall have a second or casting vote.

5.14 Show of Hands

Subject to the *Act*, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded by a Member entitled to vote at the meeting or otherwise required. Unless a ballot is demanded, a declaration by the chair of the meeting

as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

5.15 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

5.16 Rules of Order

Any questions of procedures at or for any meetings of the Members, which have not been provided for in this by-law or by the *Acts*, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

5.17 Adjournment

The chair of any meeting of Members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided that the meeting of Members is adjourned for less than thirty-one (31) days. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the adjourned meeting shall be in the manner as if it is an original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before. or dealt with at the original meeting in accordance with the notice calling the same.

SECTION 6 – DIRECTORS

6.01 Powers

Subject to the *Act* and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation. The specific duties and responsibilities of

the Board may be set out in one or more Policy Statements established by the Board from time to time in its sole discretion.

6.02 Number

The Board shall consist of a minimum of seven (7) Directors and a maximum of thirteen (13) Directors. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board.

6.03 Qualifications

Each Director shall be an individual who:

- (a) Is at least 18 years of age;
- (b) Has not been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) Has not been found to be incapable by any court in Canada or elsewhere;
- (e) Does not have the status of a bankrupt;
- (f) Is not the spouse, common-law partner, parent, child, or sibling of any other Director of the Corporation;
- (g) Is not an employee of the Corporation;
- (h) Is a Member of the Corporation within 10 days after their election and maintains that status throughout their term of office; and
- (i) Is not an ineligible individual as defined in the *Income Tax Act (Canada)*.

At least two (2) of the Directors must not be Officers of the Corporation or be officers or employees of the Corporation's affiliates.

6.04 Composition, Election and Term

- (a) The Board of Directors shall consist of not less than fifty-one percent (51%) of Members who are residents of Canada and not more than forty-nine percent (49%) of Members who are "related persons" for purposes of the *Income Tax Act (Canada)*.
- (b) Nomination of qualified persons to be elected as Directors and admitted as Members of the Corporation shall be made by the Board by Ordinary Resolution.
- (c) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at each annual meeting of Members at which an election of Directors is required. The Directors' term of office shall be one (1) year calculated from the date of the meeting at which they are elected until the close of the first (1st) annual meeting next following or until their successors are elected.
- (d) A Director not elected for an expressly stated term ceases to hold office at the close of the first (1st) annual meeting of Members following the Director's election. If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (e) The whole Board shall retire at the annual meeting at which the election of Directors is to be made but subject to the provisions of the by-laws, shall be eligible for re-election.
- (f) There is no maximum term of office for a Director and as such, a Director will be eligible for re-election on a consecutive basis thereafter provided that such Director continues to meet the qualification requirements to be a Director.

6.05 Appointment by Directors

Pursuant to the Articles, the Board may appoint additional Directors for a term expiring not later than the close of the next annual meeting of Members but the total number of Directors appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members. The precise number of Directors to be appointed in this manner may be fixed by Ordinary Resolution of the Members.

6.06 Consent

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office;
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting; or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

6.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with Section 6.09, or no longer fulfils the qualifications to be a Director set out in Section 6.03 as determined in the sole discretion of the Board.

6.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later. A Director who has resigned may not submit to the Corporation a written statement pursuant to section 131 of the *Act*.

6.09 Removal

The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board. A Director who is being removed or has been removed may not submit to the Corporation a written statement pursuant to section 131 of the *Act*.

6.10 Filling Vacancies

Subject to the *Act* and the Articles, a quorum of the Directors may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of

the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

6.11 Remuneration of Directors

As required by the Articles, Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed for reasonable expenses incurred in performing his or her duties.

6.12 Remuneration of Officers, Agents, Employees

Subject to the Articles, the Directors of the Corporation may fix the reasonable remuneration of the Officers, committee members and employees of the Corporation and may delegate any or all of this function as it determines to be appropriate. However, no Officer who is also a Director shall be entitled to receive remuneration for acting as such. Any Officer, committee member or employee of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as an Officer, committee member or employee, subject to any policy in this regard that may be adopted by the Board from time to time.

6.13 Committees

The Board may, from time to time and in its sole discretion, appoint any Board committee, operational committee or other advisory body as it deems necessary or appropriate and, subject to the *Act*, with such powers as the Board shall see fit and set out in one or more Policy Statements. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to otherwise regulate its procedure.

6.14 Standing Committees

Standing Committees shall perpetually exist and enjoy the powers that are given to them by the Board in one or more Policy Statements. Each Standing Committee shall be

chaired by a Director of the Board and may be comprised of committee members that are agreed upon by a simple majority of the Board. Any Standing Committee member may be removed by the Board with a simple majority vote. Unless otherwise determined by the Board, a Standing Committee shall have the power to fix its quorum at not less than a majority of the members and to otherwise regulate its procedure.

The chair of each Standing Committee (or their designate) shall have the opportunity to provide an update to the Board at each Meeting of the Board.

The Chair of the Board of Directors shall be an ex officio member of each Standing Committee.

The following Standing Committees shall perpetually exist:

- (a) Finance;
- (b) Fundraising;
- (c) Governance; and
- (d) Membership.

SECTION 7 – MEETINGS OF DIRECTORS

7.01 Place of Meetings

Meetings of the Board may be held at the head office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

7.02 Calling of Meetings

Meetings of the Board may be called by the Chair, or by the Secretary on advice of the Chair, or upon written request of any two (2) Directors to the Chair or the Secretary who shall then give notice to the Directors.

7.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.01 of this by-law to every Director of the Corporation by any of the following means:

- (a) by electronic notice sent to each Director not less than seven (7) days before the Board meeting is to take place;
- (b) by personal service to each Director not less than four (4) days before the Board meeting is to take place; or
- (c) in the event of an emergency as determined by the Board Chair, by telephone notice to each Director not less than twenty-four (24) hours before the Board meeting is to take place.

No notice of meeting need specify the purpose or the business to be transacted at the meeting, except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

7.04 Waiving Notice

A Director may waive notice of a Board meeting, and attendance of a Director at a Board meeting is a waiver of notice of the meeting, except if the Director attends a Board meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

7.05 First Meeting of New Board

Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

7.06 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular

meeting, except that a notice must be provided to specify any matter referred to in subsection 138(2) of the *Act* that is to be dealt with at the meeting.

7.07 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the Board provided that:

- (a) where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with Section 6.02; and
- (b) despite sub-section (a), a quorum shall not be fewer than five (5) Directors, provided that vacancies on the Board of Directors shall not be counted towards establishing a quorum. For the purpose of determining quorum, a Director may be present in person or, if authorized under this by-law, by any other electronic means.

7.08 Participation at Meeting by Telephone or Electronic Means

With the consent of the Board Chair, a Director may, in accordance with the Regulations, participate in a Board meeting by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the *Act* to have been present at that meeting. A consent pursuant to this Section may be given before or during the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

7.09 No Alternate Directors

No person shall act for an absent Director at a Board meeting.

7.10 Chairperson of the Meeting

The chairperson of Board meetings shall be the Board Chair, or the Vice-Chair if the Board Chair is absent or unable to act. In the event that the Board Chair and the Vice-Chair are absent, the Directors who are present shall choose one of their number to chair the meeting.

7.11 Votes to Govern

The chairperson of the meeting shall not exercise a vote. Each other Director may exercise one (1) vote. 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 chairperson of the meeting shall have one (1) vote.

7.12 Rules of Order

Any questions of procedure at any Board Meeting which have not been provided for in this by-law or by the *Acts*, shall be determined by the chairperson in accordance with the most current edition of *Robert's Rules of Order*.

7.13 Dissent at Meeting

Subject to the *Act*, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned; provided that a Director who votes for or consents to a resolution may not dissent.

7.14 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

7.15 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or committee of Directors, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

7.16 Meetings In Camera

Where matters confidential to the Corporation are to be considered at a meeting of the Board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the Board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the Board and such person.

7.17 Disclosure of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the *Act*, a Director of the Corporation shall disclose, at the time and in the manner required by the *Act*, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

- (1) is a party to the contract or transaction;
- (2) is a director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 7.17(b)(i), any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in Section 7.17(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, "material" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The chairperson of Board meetings shall request any Director: who has made a disclosure referred to in Section 7.17(b) to absent himself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the *Act*.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

7.18 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.

SECTION 8 – OFFICERS

8.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties in one or more Policy Statements, and, subject to the *Act*, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this by-law otherwise provides. With the exception of the Executive Director and General Counsel, two or more offices may be held by the same person.

8.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the *Act*, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Board Chair** - The Board Chair shall be a Director who is elected by a simple majority of the Members of the Board. The Board Chair shall prepare agenda packages for each Board Meeting, preside over all meetings of the Board, preside over all meetings of the Members, and act as a voting member of each Board Standing Committee. The Board Chair shall act as the liaison between the Executive Director and the Board.
- (b) **Vice-Chair** - The Vice-Chair shall be a Director who is elected by a simple majority of the Members of the Board. The Vice-Chair shall function in place of the Board Chair if the latter is absent or is unable to perform the duties of their office.
- (c) **Secretary** - The Secretary shall be a Director who is elected by a simple majority of the Members of the Board. The Secretary shall attend and record the minutes of all meetings of the Board, meetings of Members, and committees of the Board, as required. The secretary shall give or cause to be given as and when instructed, notices to Members, Directors, the public accountant, and members of committees. If the Secretary is absent or is unable to perform the duties of their office, the Directors shall choose one of their number to temporarily perform the duties of the Secretary.

- (d) **General Counsel** - If appointed, the General Counsel shall be responsible to act as general counsel and an advisor to the Board. The General Counsel shall be entitled to receive notice of and to attend and speak at all meetings of the Board. The General Counsel does not have the right to vote at Board Meetings and shall recuse themselves when the Board is discussing the position, salary or benefits of the General Counsel.
- (e) **Executive Director** - If appointed, the Executive Director shall be the chief executive officer of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Executive Director shall be entitled to receive notice of and to attend and speak at all meetings of the Board. The Executive Director does not have the right to vote at Board Meetings and shall recuse themselves when the Board is discussing the position, salary or benefits of the Executive Director.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board, the General Counsel or the Executive Director requires of them. The Board may from time to time and subject to the *Act*, vary, add to or limit the powers and duties of any Officer.

8.03 Term of Office

- (a) With the exception of the General Counsel and the Executive Director, the term of office for all Officers is one (1) year that expires at the first Board meeting after the annual meeting of Members each year following that Officer's appointment.
- (b) The General Counsel and the Executive Director shall have no set term of office and shall hold office at the discretion of the Board of Directors.
- (c) An Officer is eligible for re-appointment on a consecutive basis.

8.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove any Officer of the Corporation with or without cause. Unless so removed, an Officer shall hold office until the earlier of the Officer's term of office expires, the Officer's successor is appointed, the Officer resigns, the Officer ceases to be a Director (if such a position is a necessary qualification of this appointment), or the Officer dies. If the office of any

Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

8.05 Remuneration of Officers

The remuneration of any Officers appointed by the Board shall be determined in accordance with Section 6.12. Any Officer who is also a Director of the Board shall not be remunerated.

8.06 Agents and Attorneys

Subject to the by-laws, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management, administration or otherwise as the Board considers fit.

8.07 Disclosure (Conflict of Interest)

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the *Act* and the by-laws set out in Section 7.16.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the *Act* and the by-laws set out in Section 7.16(b)(i), Section 7.16(c) and Section 7.16(d).
- (c) In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the *Act*, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

SECTION 9 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the *Act*, the Regulations, Articles, by-laws and policies of the Corporation.

9.02 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 9.02 to include former Directors and former Officers), 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 other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own wilful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the *Act* and the Regulations.

9.03 Indemnity of Directors and Officers

Subject to the *Act*, the Corporation may indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the *Act* or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

9.04 Insurance

Subject to the *Act*, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately preceding Section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act (Ontario)* for the purchase of directors and officers liability insurance.

9.05 Advances

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the *Act* or this by-law. The individual shall repay the money if the individual does not fulfil the conditions set out in Section 9.04.

SECTION 10 – NOTICES

10.01 Method of Giving Notices

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, pursuant to the *Act*, the Articles, the by-laws or otherwise to a Member, Director, Officer, member of a committee of the board, or the public accountant shall be sufficiently given:

- (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 filed by the Corporation in accordance with the *Act* and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the *Act*.

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 facsimile, email or other electronic means, shall be deemed to have been given when it is received by the addressee or when the notice enters the information system designated by the addressee, whichever is earlier. 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. 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. 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.

10.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Undelivered Notices

If any notice given to a Member is returned on two (2) consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

10.04 Omissions and Errors

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.

10.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION 11 – DISPUTE RESOLUTION

11.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are, wherever possible, to be resolved in accordance with mediation and/or arbitration as provided in Section 11.02 of this by-law.

11.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles, By-laws, policies of the Corporation, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of such persons as set out in the *Act*, Regulations, Articles, by-laws or policies of the Corporation and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall be submitted to a panel of mediators whereby each party shall appoint one mediator, with the two mediators so appointed jointly appointing a third mediator. The three mediators will then meet with the parties in question to mediate a resolution between the parties. The number of mediators may be reduced from three to one or two upon agreement of the parties. The mediation shall be conducted in accordance with the National Mediation Rules of the ADR Institute of Canada, Inc.
- (b) If the parties are not successful in resolving the dispute through mediation, then the dispute may be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- (c) All costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrator. The place of mediation and arbitration shall be where the registered office of the Corporation is located or otherwise agreed to by the parties in dispute. The language of the mediation and arbitration shall be English or otherwise agreed to by the parties in dispute.

SECTION 12 – AMENDMENTS

12.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members at a meeting of Members fully called for the purpose of considering such amendments, provided notice of such a meeting of Members shall be given at least thirty (30) days prior to the said meeting and provided further that the notice shall state the proposed amendments and the purpose thereof. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

12.02 Amendment of By-laws

Subject to the *Act*, the Board may from time to time enact by-laws relating in any way to the Corporation or to the conduct of its affairs, and may from time to time by by-law amend, repeal or re-enact the by-laws but no by-law shall be effective until sanctioned by a Special Resolution of the Members at a meeting of Members fully called for the purpose of considering such amendments, provided that notice of such a meeting of Members shall be given at least thirty (30) days prior to the said meeting and provided further that the notice shall state the proposed amendments and the purpose thereof. A Board resolution is not required to make, amend or repeal any by-law which is made pursuant to subsection 197(1) of the *Act*.

SECTION 13 – IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

13.01 Repeal of Former General Operating By-laws

- (a) General Operating by-laws No. 5 and No. 6 are hereby repealed and replaced by General Operating by-law herein effective immediately upon the issuance of certificate of continuance by the federal Government under the *Canada Not-for-Profit Corporations Act*.
- (b) The said repeal of by-laws No. 5 and No. 6 shall not affect the previous operations of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under such by-law so repealed shall continue to act as if appointed under the provisions of this by-law. All Board or Members' resolutions, with continuing effect, passed under such repealed by-law shall

continue to be valid, except to the extent inconsistent with this by-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this **18th** day of **March, 2024**.

President / Board Chair

Secretary

CONFIRMED by the Members of the Corporation this **27th** day of **April , 2024**.

Secretary