

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

College and University Retiree Associations of Canada / Associations de retraités des universités et collèges du Canada

(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

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

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Articles" means the original or restated articles of continuance of the Corporation (Form 4031);
- c) "Board" means the board of directors of the Corporation; "director" means a person elected by voting Members to be a member of the Board; and "Officer" means any one of the President, Vice-President, Secretary or Treasurer;
- d) "By-law" means this by-law and any other by-laws of the Corporation as amended and that are, from time to time, in force and effect;
- e) "Corporation" means College and University Retiree Associations of Canada / Associations de retraités des universités et collèges du Canada

- f) “Delegate” and “Alternate Delegate” mean respectively the delegate and the alternate delegate designated by a Regular Member in accordance with Section 2.01 of this by-law, one of whom is the voting delegate entitled to cast the Member’s vote at a Meeting of Members;
- g) “Director” means the individual appointed by the Minister under Section 281 of the Act;
- h) “Member” means any Regular Member, Associate Member or Corporate Affiliate as defined by subsection 2.01 of this by-law;
- i) "Meeting of Members" includes an Annual or a Special Meeting of Members; "Special Meeting of Members" means a meeting of all Members entitled to attend and vote at an Annual Meeting of Members that is called by the Board between Annual Meetings or called by the Board at the request of five (5) percent of Regular Members;
- j) "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution at a Meeting of Members;
- k) "Proposal" means a proposal submitted by a Regular Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- l) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- m) “Retiree Association” means an organized group of retirees associated with one or more universities, colleges or other institutions of post-secondary education in Canada; and
- n) "Special Resolution" means a resolution which must be passed by a majority of not less than two-thirds (2/3) of the votes cast on that Resolution at a Meeting of Members, that proposes to change
 - i) the Corporation’s name;
 - ii) the province in which the registered office is located;
 - iii) any part of Section 2 of this by-law;
 - iv) the statement of the purpose of the Corporation; or
 - v) the number of directors.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in subsection 1.01 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 Corporate Seal

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

1.04 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 or directors having been given signing authority by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may cause the Secretary to affix the corporate seal to the document. Any Signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

Unless changed by a decision of the Board that is ratified at a Meeting of Members, the financial year end of the Corporation shall be March 31.

1.06 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 as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by the Treasurer of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize. The Signing Officers of the Corporation's bank accounts shall be the Treasurer and any one of the other Officers.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the Articles, there shall be three classes of members in the Corporation, namely, Regular Members, Associate Members, and Corporate Affiliates. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

a) Regular Members

- i) Regular membership shall be available to Retiree Associations as defined in Section 1.01(m) and who have applied and have been accepted for Regular voting membership in the Corporation.
- ii) The term of membership of a Regular Member shall be annual, subject to renewal as set out in subsection 2.02(c) and section 3 of this by-law.

- iii) As set out in the Articles, each Regular Member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Regular Member shall be entitled to one (1) vote at such meetings. Each Regular Member shall, in its annual membership renewal, designate the Delegate entitled to cast its vote and the Alternate Delegate entitled to cast its vote in the absence of the Delegate.

b) Associate Members

- i) Associate membership shall be available to individual retirees of post-secondary institutions that do not have Associations that are Regular Members of the Corporation, and who have applied and have been accepted for Associate non-voting membership in the Corporation.
- ii) Associate membership shall also be available to other national associations of retirees of post-secondary educational institutions that have applied and been accepted by the Board.
- iii) As set out in the Articles, Associate Members may not vote at Meetings of Members.
- iv) The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- v) An Associate Member shall be entitled to receive notice of and attend (but not vote at) Meetings of the Members.

c) Corporate Affiliates

- i) Corporate membership shall be available to not-for-profit and commercial organizations with an interest in retirement issues or services, and who have applied and/or been invited, and have been accepted for Corporate non-voting affiliation with the Corporation by the Board.
- ii) As set out in the Articles, Corporate Affiliates may not vote at Meetings of Members.
- iii) The term of membership of a Corporate Affiliate shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iv) A non-voting Corporate Affiliate shall be entitled to receive notice of and attend (but not vote at) Meetings of the Members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to subsection 2.01 of this by-law if those amendments affect membership rights and/or conditions described in subsections 197(1)(e), (h), (l) or (m) of the Act.

2.02 Information to be Provided by Members

- a) Upon acceptance for membership by the Board, each new Regular Member shall provide the Secretary with the names, telephone numbers, mailing and email addresses of itself, its President, its Delegate and its Alternate Delegate, as well as the number of its members, on the form provided by the Corporation.

- b) Each new Associate Member or Corporate Affiliate shall provide the Secretary with the name, telephone number, mailing and email addresses of the Member.
- c) All Members shall provide the Secretary with updated contact information each year while renewing their memberships in the Corporation, on the renewal forms provided by the Corporation.

2.03 Notice of Meeting of Members

Notice of the time and place of a Meeting of Members shall be given to all Members electronically by email, telephone or other communication device during the period from 21 to 35 days prior to the date on which the meeting is to be held; or for those who request a paper copy, by mail or courier during the period from 21 to 60 days prior to the meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

2.04 Absentee Voting

There shall be no proxy, mail, telephone or electronic voting by Members unable to send a Delegate or Alternate Delegate to an in-person Meeting of Members.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the method of voting at a Meeting of Members.

SECTION 3 - MEMBERSHIP DUES AND TERMINATION OF MEMBERSHIP

3.01 Membership Dues

Each year, Members shall be notified in writing of the membership dues payable by them before the end of the financial year (see subsection 1.05 above). If any Member has not paid by the earlier of

- a) the date of the next Annual Meeting of Members; or
- b) 60 days after the end of the financial year;

the Member in default shall automatically cease to be a Member of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a) an individual who is an Associate Member dies, or, in the case of a Regular Member, Associate Member or Corporate Affiliate that is an association or corporation, the association or corporation is dissolved;
- b) a Member fails to maintain any qualifications for membership described in Section 2.01 of this by-law;
- c) a Member resigns by delivering a written resignation to the Secretary of the Corporation. The resignation shall be effective on the date specified in the resignation;
- d) a Member's term of membership expires under Section 3.01 above; or
- e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership under clauses (a) to (d) of this subsection, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

Persons entitled to be present at a Meeting of Members shall be

- a) those Delegates (or in the absence of a Delegate, the Alternate Delegate) of Regular Members, entitled to vote at the meeting;
- b) the directors and the Auditor 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;
- c) Associate Members and Corporate Affiliates, who may speak but may not vote; and
- d) other persons who are registered at a concurrent Annual Conference, who may attend the Meeting of Members as observers and shall be silent, except at the discretion of the Chair of the meeting or by Resolution of the Members.

4.02 Persons Entitled to Vote

- a) The only persons entitled to vote at a Meeting of Members are the Delegates present, namely each Regular Member's Delegate, or in his or her absence, the Member's Alternate Delegate, and directors who are not also Delegates. There shall be no proxy voting.
- b) The Chair of the Meeting shall not vote, except to break a tie vote.

4.03 Chair of the Meeting

- a) The President of the Corporation or, in his or her absence or unwillingness to chair, the Vice-President, shall chair the Meeting;
- b) In the event that the President and the Vice-President of the Corporation are absent from a Meeting, the Members who are present and entitled to vote shall choose one of their number to chair the meeting.

4.04 Quorum

- a) A quorum at any Meeting of Members shall be Delegates representing 25% of the Regular Members. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- b) A quorum is required for voting on any Special Resolution.

4.05 Votes to Govern

- a) At any Meeting of 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.
- b) In case of an equality of votes, the Chair of the meeting (who normally shall not vote) shall cast the deciding vote.

4.06 Rules of Order

Proceedings of Meetings of Members, directors and committees shall be governed by *Robert's Rules of Order* (latest edition), unless otherwise specified by by-law or the Act.

SECTION 5 - DIRECTORS

5.01 Election and Term

- a) The Board shall consist of nine (9) to twelve (12) directors, including the Officers specified in section 7.01 of this by-law. Directors must be retirees who are members of Associations that are Regular Members of the Corporation or individual Associate Members of the Corporation, and must not be:
 - i) anyone who has been declared incapable by a court in Canada or another country,
 - ii) a person who is not an individual, or
 - iii) a person who has the status of a bankrupt.

- b) Subject to the Articles, the Regular Members shall elect directors at each Annual Meeting, and the directors shall be elected to hold office for a term expiring not later than the close of the second Annual Meeting of Members following the election. Approximately half of the directors shall be elected at each Annual Meeting. At the end of a completed term of office, a retiring director is eligible for re-election. Newly elected directors take office on dissolution or adjournment of the Meeting of Members at which they are elected.

The Board should include, insofar as possible, directors from Atlantic Canada, Quebec, Ontario, the Prairie Provinces, British Columbia and the Northern Territories, and there should also be a gender balance on the Board.

- c) Upon election, each director shall give the Secretary his or her full postal address, and notify the Secretary of any change in that address within 15 days of the change.
- d) To fill vacancies on the Board, the Board may appoint interim directors for a term expiring not later than the close of the next Annual Meeting of Members. The total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous Annual Meeting.
- e) 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 the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity, provided the rules governing conflicts of interest set out in section 141 of the Act have been observed.

5.02 Duties of Directors

The directors of the Corporation

- a) shall, subject to the Act, the Articles and any unanimous Member agreement, manage the activities and affairs of the Corporation;
- b) shall call an Annual Meeting of Members to be held not later than 15 months after the previous Annual Meeting of Members but no earlier than 30 days and no later than six months after the end of the Corporation's preceding fiscal year. The meeting shall be held within Canada at a place that the directors determine, or outside Canada if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place;
- c) shall appoint a Nominating Committee at least three (3) months prior to the next Annual Meeting of Members. The committee shall have at least four members, at least two of whom shall be directors. The Nominating Committee's function shall be to provide a list of nominees to replace retiring directors and Officers.

- d) shall issue memberships to applicants meeting the requirements of section 2.01 of this by-law;
- e) shall make banking arrangements;
- f) may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in subsection 197(1) of the Act. Any such by-laws, amendments or repeals shall be submitted at the next General Meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the by-laws, amendments or repeals;
- g) may adopt forms to be used in recording corporate business;
- h) may authorize the issue of debt obligations;
- i) may make or cause to be made for the Corporation, in its name, any kind of contract into which the Corporation may lawfully enter; and
- j) shall transact any other business and make any decision they deem necessary to fulfill the purposes of the Corporation.

5.03 Removal of a Director

A director shall be removed from the Board if

- a) the voting Members of the Corporation, by Ordinary Resolution at a Special Meeting, remove any director or directors from office and elect director(s) to fill the vacancy or vacancies so created;
- b) a director resigns by delivering a written resignation to the President of the Corporation;
- c) the director is found by a court to be of unsound mind;
- d) the director becomes bankrupt; or
- e) the director dies.

5.04 Director Statements

- a) A director is entitled to submit to the Corporation a written statement giving reasons for resigning or for opposing the removal or replacement of the director if a Meeting is called for that purpose. The Corporation shall immediately
 - i) give notice of the statement to the Members; and
 - ii) send a copy of the statement to the Director.

- b) Neither the Corporation nor anyone acting on its behalf shall incur any liability by reason only of complying with this Section.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President of the Corporation, the Vice-President of the Corporation or any two (2) directors at any time. Meetings of the Board may be either in person or by teleconference.

6.02 Notice of Meeting

Notice of the time and place, or procedures for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjournment is announced at the original meeting. Unless the by-laws otherwise provide, 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) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Votes to Govern

- a) At all meetings of the Board, a majority of directors shall constitute a quorum.
- b) At all meetings, every question shall be decided by a majority of the votes cast on the question.
- c) The chair of the meeting shall not vote except to break a tie.

6.04 Committees

- a) The Board may from time to time establish committees or other advisory bodies, as it deems necessary or appropriate for such purposes and, subject to the Act, with such mandates as the Board shall see fit.
- b) The Chair of the committee, appointed according to subsection 7.01(a)(iii) of this By-law, shall report on the committee's activities at each Board meeting. The Chair of the committee shall also present a report on the committee's activities at each Annual Meeting of Members or its concurrent Annual Conference.

- c) The Chair of the committee shall appoint other committee members, subject to the approval of the Board.
- d) Any committee member may be removed by resolution of the Board.

SECTION 7 - OFFICERS

7.01 Description of Offices

At each Annual Meeting of Members, Members shall elect directors to fill the offices specified below.

Unless otherwise specified by the Board which, subject to the Act, may modify, restrict or supplement such duties and powers, the Officers of the Corporation shall have the following duties and powers associated with their positions:

- a) **President** - The President of the Corporation shall
 - i) be the chief executive officer of the Corporation, responsible for implementing the policies and business of the Corporation, and shall have general supervision of the affairs of the Corporation, subject to the authority of the Board;
 - ii) when present, preside at all meetings of the Board and of the Members;
 - iii) appoint Chairs for all committees, subject to the approval of the Board; and
 - iv) be an *ex-officio* member of all committees.
- b) **Vice-President** - The Vice-President of the Corporation shall
 - i) act in place of the President when present if the President is absent or is unable or refuses to act at any meeting of the Board and/or of the Members; and
 - ii) perform any other duties assigned by the Board.
- c) **Secretary** - The Secretary shall
 - i) attend and be the secretary of all meetings of the Board and Meetings of Members;
 - ii) enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings;
 - iii) as and when instructed, give, or cause to be given, notices to Members, directors, Chairs of committees, and other persons who have business at a meeting;
 - iv) be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, including
 - a. the register of the names and contact information of Members,

- b. the names and contact information of Delegates and Alternate Delegates of Regular Members; and
 - c. the names, contact information and complete postal addresses of all directors;
 - v) notify the Director of any changes in the address of the registered office or the names and/or addresses of directors, and any changes in by-laws approved by members at a General Meeting, as required by sections 20, 134, and 153 of the Act; and
 - vi) provide to the Director any information requested under section 24 of the Act.
- d) **Treasurer** - The Treasurer shall
- i) have the custody of the funds and securities of the Corporation;
 - ii) keep full and accurate records of all assets, liabilities, receipts and disbursements of the Corporation in the Corporation's books, and shall deposit or cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company or, in the case of securities, with such registered dealer in securities as may be designated by the Board from time to time;
 - iii) disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements;
 - iv) render to the President and directors at the regular meetings of the Board, or whenever either may require it, an accounting of all transactions and a statement of the financial position of the Corporation. The financial statements shall be prepared in accordance with the generally accepted accounting principles set out in the *Canadian Institute of Chartered Accountants Handbook — Accounting* or the *Canadian Institute of Chartered Accountants Public Sector Accounting Handbook*, as amended from time to time.
 - v) present to the Board for its approval and forwarding to the Annual Meeting of Members the audited financial report for the preceding financial year. This report shall include
 - a. a statement of financial position or a balance sheet,
 - b. a statement of comprehensive income,
 - c. a statement of changes in equity or an income statement, and
 - d. a statement of cash flows or a statement of changes in financial position, and
 - e. the report of the Auditor.

- vi) prepare for approval of the Board and presentation to the Annual Meeting of Members a budget for the current financial year and a proposed budget for the following financial year;
- vii) propose to the Annual Meeting of Members to maintain or to alter the annual fees levied on each class of Member;
- viii) distribute or cause to be distributed to Members items listed in subsection v) above, and send or cause to be sent to the Director those items, from 21 to 60 days before the day of the Annual Meeting of Members; and
- ix) recommend to the Board for approval and forwarding to the Annual Meeting of Members the person to be appointed Auditor for the current fiscal year. The Auditor may be a public accountant as defined in section 180 of the Act, or (if the Voting Members at the Annual Meeting unanimously agree) another person qualified to review the Corporation's accounts and statements in accordance with the generally accepted auditing standards set out in the *Canadian Institute of Chartered Accountants Handbook — Assurance*, as amended from time to time. The Auditor is entitled to attend the Annual Meeting of Members at the expense of the Corporation and be heard on matters relating to his or her duties.

7.02 Vacancy in Office

The Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being elected;
- b) the Officer's resignation;
- c) the Officer ceasing to be a director; or
- d) the Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a director to fill such vacancy until the next Meeting of Members, at which time the Members shall elect the replacement Officer.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice to be given, other than notice of a Meeting of Members or of the Board, pursuant to the Act, the articles, the by-laws or otherwise shall be sufficiently given to a Member, director, Officer, Chair of a committee or to the Auditor if:

- a) 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 address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

- b) mailed to a person at the person's recorded address by prepaid ordinary or air mail;
- c) sent to such person by telephonic, electronic or other communication facility at the person's recorded address for that purpose; or
- d) provided in the form of an electronic document in accordance with Part 17 of 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 mailed notice shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, director, Officer, Auditor or Chair of a committee 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 Corporation document may be written, stamped or type-written.

8.02 Invalidity of any Provisions of this By-law

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

8.03 Omissions and Errors

The accidental omission to give any notice to any Member, director, Officer, Chair of a committee or Auditor, 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.

SECTION 9 - DISPUTE RESOLUTION

9.01 Mediation and Arbitration

Disputes or controversies among Members, directors, Officers, committee members, employees or volunteers of the Corporation are to be resolved as much as possible in accordance with mediation and/or arbitration as provided in Section 9.02 of this By-law.

9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, directors, Officers, committee members, employees or volunteers of the Corporation arising out of or related to the Articles or By-laws, 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 the Members, directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall 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. The parties agree that 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.
- d. 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 arbitrators.

SECTION 10 – AMENDMENT OF BY-LAWS

10.01 Amendment of By-laws

- a) Unless the Articles, the By-laws or a unanimous Member agreement otherwise provides, the directors may, by Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation, except in respect of matters referred to in subsection 197(1) of the Act.

- b) The directors shall submit the by-law, amendment or repeal to the Members at the next Meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the by-law, amendment or repeal.
- c) Subject to subsection (e) below, the by-law, amendment or repeal is effective from the date of the Resolution of the directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- d) The by-law, amendment or repeal ceases to have effect if it is not submitted by the directors to the Members as required under subsection (b) or if it is rejected by the Members.
- e) If a by-law, an amendment or a repeal ceases to have effect, a subsequent Resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members.
- f) A Delegate or Alternate Delegate entitled to vote at an Annual Meeting of Members may, in accordance with Section 163 of the Act, make a Proposal to make, amend or repeal a by-law. Such Proposal must be submitted to the Board within 90 to 150 days before the anniversary of the previous Annual Meeting of Members, so that the Board may include it on the Agenda of the next Annual Meeting.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a Special Resolution, this by-law shall be effective when made by the Board and ratified by Special Resolution of the Members.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 7th day of May, 2013, and confirmed by the Members of the Corporation by Special Resolution on the 13th day of June, 2013.

Dated as of the _____ day of _____, 20__.

[Indicate name of director/officer]