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By-law relating generally to the conduct  
of the affairs of

## **HAMILTON RIGHT TO LIFE**

(the "Corporation")

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

### **1. Definition**

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

"**Act**" means the *Not-For-Profit Corporations Act, 2010* (Ontario), including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated Letters Patent or articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**Method #1**" means the method of amending or replacing an existing provision of this by-law that involves the passage of an ordinary resolution of the directors, and in which case the amendment takes effect on the effective date indicated in the resolution; however, the replacement by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting;

"**Method #2**" means the method of amending or replacing an existing provision of this by-law that involves the passage of an ordinary resolution of the directors and confirmation of that resolution by an ordinary resolution of the members, in which case the amendment does not take effect until completion of this process;

"**Method #3**" means the method of amending or replacing an existing provision of this by-law that involves the passage of an ordinary resolution of the directors

and confirmation of that resolution by a special resolution, in which case the amendment does not take effect until completion of this process;

**“Method #4”** means the method of amending or replacing an existing provision of this by-law that requires prior authorization by way of articles of amendment;

**"ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of subsection 17(6) and section 56 (Member Proposals) of the Act;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"special resolution"** means a member resolution passed by a majority of not less than two-thirds (2/3) of the votes of members cast on that resolution.

## 2. 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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## 3. 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.

## 4. 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. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## 5. Financial Year

The financial year end of the Corporation shall be April 30 in each year.

## **6. Banking Arrangements**

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

## **7. Borrowing Powers**

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. 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.

## **8. Annual Financial Statements**

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

## **9. Membership Conditions**

Subject to the Articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to individuals who:

- (a) are interested in furthering the Corporation's purposes;
- (b) subscribe to the Corporation's *Statement of Beliefs*, as published by the board from time to time; and
- (c) have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board.

Notwithstanding the above, members also include individuals who:

- (a) have been provisionally nominated by the existing board or the members for election or appointment to the board;
- (b) have submitted to the board a signed declaration of willingness to stand for election or appointment to the board; and
- (c) are subsequently appointed or elected to the position of a director of the board.

Each member shall be entitled to receive notice, attend and vote at all meetings of the members of the Corporation.

Apart from members, the board may admit to the status of Supporter individuals who have applied for and been accepted for admission to such status. The board may, by resolution, fix the benefits, if any, attached to such status.

Apart from members and Supporters, the board may admit to the status of Associate individuals who have applied for and been accepted for admission to such status. The board may, by resolution, fix the benefits, if any, attached to such status.

Apart from Members, Supporters, and Associates, the board may admit to the status of Institutional Associates corporations and unincorporated associations that have applied for and been accepted for admission to such status. The board may, by resolution, fix the benefits, if any, attached to such status.

#### **10. Membership Transferability**

A membership may only be transferred to the Corporation. Method #4 is required to make any amendment to add to, change or delete this section of the by-laws.

#### **11. Notice of Members Meeting**

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:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 10 to 50 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 10 to 50 days before the day on which the meeting is to be held.

The Board may fix a “record date” for the meeting of no more than 50 days before the scheduled date of the meeting of members.

Notwithstanding any other provision of these By-laws, Method #3 is required to make any amendment that is permitted by the Act to add, change or delete this section of the by-laws.

**12. Members Calling or Requisitioning a Members' Meeting**

The Board of directors shall call a special meeting of members in accordance with the Act, on written requisition of members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

**13. Absentee Voting at Members' Meetings**

Unless the Articles are amended to permit voting by proxy, voting at a meeting of members by proxy is not permitted.

**14. Membership Dues**

Members and individuals or entities holding the status of Supporter, Associate, or Institutional Associate, as applicable, shall be notified in writing of the dues at any time payable by them and, if any are not paid within one (1) calendar month of the renewal date the individuals or entities in default shall automatically cease to be members of, or hold any level of status in, the Corporation. The Board, by resolution, may implement reduced levels of dues for individual members who are minors or seniors.

**15. Termination of Membership**

A membership in the Corporation is terminated when:

- 1.the member dies or is dissolved (as applicable);
- 2.the member fails to maintain any other qualifications for membership described in the section on membership conditions of these by-laws;
- 3.the member resigns by delivering a written resignation to the chair of the board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- 4.the member is expelled in accordance with the provisions of section 17 below or is otherwise terminated in accordance with the articles or by-laws;
- 5.the member's term of membership expires without being renewed in a timely fashion; or

6.the Corporation is liquidated or dissolved under the Act.

#### **16. Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

#### **17. Discipline of Members**

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

1. violating any provision of the articles, by-laws, or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

#### **18. Proposals at Annual Members' Meetings**

Subject to the Act, any one member may submit proposals to amend by-laws or require any matter to be discussed at an upcoming annual meeting of members. A proposal may include nominations for the election of directors if the proposal is signed by not less than a number of members representing at least 5% of the voting rights at the meeting at which the proposal is to be presented.

**19. Cost of Publishing Proposals for Annual Members' Meetings**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**20. Place of Members' Meeting**

Subject to compliance with the Act, meetings of the members may be held at any place within the City of Hamilton determined by the board or, if all of the members entitled to vote at such meeting so agree, outside of the City of Hamilton, but within Ontario.

**21. Persons Entitled to be Present at Members' Meetings**

Members, Supporters, Associates, Institutional Associates, directors, guests invited by the directors, and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

**22. Chair of Members' Meetings**

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

**23. Quorum at Members' Meetings**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be TWELVE (12). If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**24. Votes to Govern at Members' Meetings**

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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**25. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose; provided that the votes are capable of being verified as having been cast by Members entitled to vote and the method used for voting does not permit the Corporation to learn how each voter voted.

**26. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Any amendments to sections 25 and 26 must be made by Method #3.

**27. Number and Qualifications of Directors; Vacancies**

The board shall consist of the number of directors specified in the Articles, provided that the number shall be not less than three (3). However, if the Articles provide for a minimum and maximum number of directors, in the absence of a separate special resolution of the members either fixing the number of directors for the time being or authorizing the board to fix the number from time to time, the board shall be comprised of the fixed number of from three to nine (3 - 9) directors (within that range) until such time as this provision is amended by an amending By-law completed using Method #3. A decrease in the number of directors does not shorten the term of an incumbent director. If the Corporation is a Public Benefit Corporation, the number of directors may not be fewer than three (3), and none of them may be an employee of the Corporation.

To qualify for election or appointment as a director and to maintain that position, the candidate:

- (a) must be an individual;
- (b) must be 18 years of age or older at the time of nomination;



- (c) cannot have been found incapable of managing property or incapable by any court in Canada;
- (d) cannot have the status of a bankrupt;
- (e) unless provisionally accepted into membership by the existing directors or by the members for the purposes of election or appointment as a director, must have been a member in good standing for at least 12 months prior to the time of nomination;
- (f) if the Corporation is a Public Benefit Corporation, cannot be an ineligible person under the Income Tax Act (Canada) at the time of nomination; and
- (g) if the Corporation is a Registered Charity, cannot be an employee of the Corporation.

A director automatically ceases to be a director upon termination of membership in the Corporation.

Nominations for the elections directors may be made from the floor, at the annual meetings, but nominators who intend to exercise this right must provide to the Corporation written notice of their intention to make a nomination at least sixty (60) days prior to the anniversary date of the previous annual meeting of the Corporation, and prior to the issuance of the Notice of the upcoming annual general meeting.

## **28. Terms of Office of Directors; Vacancies**

Notwithstanding the provisions of any previous version of the Corporation's by-laws, at the first Annual General Meeting following the meeting at which these By-laws are confirmed by the Members, the terms of office of all of the directors in office immediately prior to that meeting shall end at the end of the meeting, and there shall be held at that Annual General Meeting an election in respect of all positions on the board to fill the vacancies created by this Section. By either prior agreement of all the candidates, or by the relative number of votes received by the candidates, one-third (1/3) of the directors shall be elected for a three-year term, one-third (1/3) of the directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held or an appointment is made to fill the unexpired portion of a term, newly elected or appointed directors shall be elected for three-year (3) terms. Between Annual Meetings of members, the directors may appoint one or more additional directors to fill positions that become vacant between Annual Meetings (and in that case, advance notice of nominations for appointment is not required), and such appointees shall hold office for a term expiring not later than the close of the next Annual Meeting, but the total number of directors appointed during such a period that not exceed one-third of the required fixed number of directors of the Corporation. In any case where one-third of the number of directors is a fraction of one, that number shall be rounded up to one. Notwithstanding the foregoing, the board may instead decide to continue to function as a board until the next

Annual Meeting of members without appointing interim directors to fill any such vacancy as long as a quorum remains in office.

If a quorum does not remain in office, the Secretary shall call a meeting of the members for the purpose of electing qualified individuals to fill the vacancy or vacancies, and to hold the position(s) for the balance of the unexpired term(s) of the director(s) whose positions has/have become vacant, and invite nominations to be submitted to the Corporation at least five (5) business days prior to the date of the called meeting.

No director may serve as a director for more than two consecutive three-year terms; provided that a director who leaves office after completing two consecutive terms shall again become eligible to be nominated for election as a director or appointed as a director at any time after the second anniversary of the day he or she left office.

**29. Removal of Directors and The Members**

At a meeting of Members, the Members may remove an elected director from office by ordinary resolution. This right cannot be removed by the Articles or by By-law amendment. The resulting vacancy must be filled at the same meeting, and the requirement of prior notice of intention to nominate an individual for election to the position in section 27 above shall not apply in these circumstances. If a special meeting of Members is specifically called for the purpose of removing a director, that director facing possible removal shall have the right to give the Corporation a statement providing reasons for opposing his or her removal as a director, and the Corporation shall provide to all Members a copy of the director's statement, if applicable.

**30. Calling of Meetings of Board of Directors**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

**31. Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 10 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 adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, 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 36(2) of the Act that is to be dealt with at the meeting – e.g., appointing directors or approving financial statements.

**32. Regular Meetings of the Board of Directors**

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, but no other notice shall be required for any such regular meeting, unless subsection 36(2) of the Act applies.

**33. Votes to Govern at Meetings of the Board of Directors**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. However, the chair shall not be entitled to vote on any question unless there is an equality of votes among the directors entitled to vote on the question, in which case the chair of the meeting shall have the right to cast a vote to break the tie. However, written resolutions in lieu of decisions made at formal meetings are valid if signed by all directors entitled to vote on the matter, and all such signed resolutions are recorded in the corporate minute book. In the case of a physical meeting, directors present are deemed to consent to any resolution passed or action approved unless his or her dissent is recorded in the minutes. Also, if a director is not present at the meeting, he or she is deemed to have consented to any resolution or action approved at that meeting, unless he or she communicates to the Secretary of the Corporation his or her dissent within seven (7) days of becoming aware of the said resolution or action taken.

**34. Committees of the Board of Directors**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

**35. Appointment of Officers**

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties 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, other than the office of Executive Director. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

### **36. 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, shall have the following duties and powers associated with their positions:

- 1) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- 2) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- 3) Executive Director – If appointed, the Executive Director (who shall not be a director of the board and must be the most senior employee of the Corporation), shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies 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 perform such other duties as may be required by law or as the Board may determine from time to time.
- 4) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The secretary shall also perform such other duties as may be required by law or as the Board may determine from time to time.
- 5) Treasurer – If appointed, the treasurer shall have such powers and duties as may be required by law or as the board may specify from time to time.

### **37. Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. the officer ceases to satisfy a necessary qualification of appointment,  
or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.

### **38. Indemnity of Directors and Officers**

Subject to the limitations contained in the Act, and, if the Corporation is a Registered Charity, compliance with the Charities Accounting Act (Ontario) and its Regulations, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a member or creditor, and his or her 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 him or her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such Corporation or body corporate if:

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

### **39. Remuneration of Directors and Officers and Members**

Subject to the exceptions and limitations in the Articles, directors, officers, and members may receive reasonable remuneration and reimbursement of expenses in respect of any services that they perform for the Corporation in any other capacity.

### **40. Insurance**

Subject to the limitations contained in the Act, and, if the Corporation is a Registered Charity, compliance with the Charities Accounting Act (Ontario) and its Regulations, the Corporation may purchase and maintain insurance for the benefit of its directors and officers such as the board may from time to time determine.

### **41. Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

1. 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 latest filing of the Corporation under the Corporations Information Act;
2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
4. if provided in the form of an electronic document valid under the Electronic Commerce Act (Ontario).

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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.

**42. 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.

**43. 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.

**44. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

**45. 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 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:

- 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.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 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.

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.

**46. Amending By-laws and Effective Date**

Subject to the articles, any amendment of a provision of this By-laws the method for which is prescribed in these By-laws, shall take effect on the date prescribed by the indicated Method. If no method is explicitly prescribed for amending a provision of this By-law, Method #1 is applicable.

The board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation, subject to limitations in the Act and compliance with the applicable Method.

CERTIFIED as passed by the Board of Directors on the 21<sup>st</sup> day of November, 2023 and confirmed by a special resolution of the Members on the 17<sup>th</sup> day of January, 2024, in accordance with subsection 17(2) of the Act, this 17<sup>th</sup> day of January, 2024.

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Secretary of the Corporation