

## BY-LAW NO. 1

a by-law relating generally to the conduct of the activities and affairs of

**CANADIAN INSTITUTIONAL RESEARCH AND PLANNING ASSOCIATION -  
L'ASSOCIATION CANADIENNE DE PLANIFICATION ET DE RECHERCHE INSTITUTIONELLE  
(the "Association")**

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

### **SECTION 1 - GENERAL**

#### **1.1 Definitions**

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

- (a.) "**Act**" means the *Canada Not-for-profit Corporations Act*, or any statute which may be substituted therefor, including the regulations made thereunder 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 Association;
- (c.) "**board**" means the board of directors of the Association;
- (d.) "**by-law**" means these by-laws and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- (e.) "**director**" means a member of the board of the Association;
- (f.) "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- (g.) "**officer**" means an individual appointed as an officer under Section 142 of the Act, the chairperson of the board of directors, the president, a vice-president, the secretary, the treasurer, the controller, the general counsel, the general manager or a managing director of the Association, or any other individual who performs functions for the Association similar to those normally performed by an individual occupying any of those offices;
- (h.) "**ordinary resolution**" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
- (i.) "**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;

Approved at the Annual General Meeting October 29, 2013

- (j.) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- (k.) "**unanimous member agreement**" means a written agreement among all the members of the Association that is not a soliciting corporation, or among all such members and one or more persons who are not members, or a written declaration of the sole member of the Association, that restricts, in whole or in part, the powers of the directors to manage, or supervise the management of, the activities and affairs of the Association, as from time to time amended.

## **1.2 Interpretation**

In the interpretation of these by-laws, 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 Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **1.3 Unanimous Member Agreement**

Where any provision in these by-laws conflict with any provision of a unanimous member agreement, the provisions of such unanimous member agreement shall govern to the extent permitted by the Act.

## **1.4 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of the President, Vice-President or Treasurer. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

## **1.5 Financial Year**

Until changed by the board, the financial year end of the Association shall be June 30<sup>th</sup> of each year.

## **1.6 Banking Arrangements**

The banking business of the Association, or any part or division of the Association, shall be transacted with such bank, trust company or other firm or body corporate as the board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Association's behalf by such one or more officers or other

persons as the board may designate, direct or authorize from time to time and to the extent thereby provided.

### **1.7 Borrowing Powers**

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

- (a.) borrow money on the credit of the Association;
- (b.) issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- (c.) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and
- (d.) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

### **1.8 Annual Financial Statements**

The annual financial statements of the Association and recommendation of the appointment of the public accountant for the upcoming fiscal year shall be presented to the members at the annual meeting of members or at any properly convened meeting of members, and if the annual financial statements and recommendation of the appointment of the public accountant are acceptable they shall be approved by the members.

The Association may, instead of sending copies of the annual financial statements and other documents referred to in the Act to the members, post the annual financial statements and other documents on the website of the Association in order that the members can login and access all such documents.

### **1.9 Agents and Employees**

The board may appoint such agents and engage such employees as it may deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment, and from time to time thereafter.

The reasonable remuneration of all agents or employees shall, subject to the other provisions of these by-laws, be fixed by the board from time to time by resolution.

## **SECTION 2 - MEMBERSHIP**

### **2.1 Membership Conditions**

Subject to the articles, there shall be four classes of individual membership in the Association, namely, regular members, student members, emeritus members and associate members. The board of the Association may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the board by resolution.

The membership year shall be from July 1<sup>st</sup> of any calendar year until June 30<sup>th</sup> of the following year. Membership in the Association is non-transferable.

- (a.) **Regular Members** – The following conditions of membership shall apply:
- (i) regular membership shall be available only to individuals who are actively engaged or interested in institutional research, planning, management, and policy-making in post secondary education and have been accepted for regular membership in the Association;
  - (ii) the term of membership of a regular member shall be annual, subject to renewal in accordance with the policies of the Association;
  - (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 vote at such meetings;
  - (iv) regular members shall be eligible to be elected and/or appointed as a director and/or officer of the Association;
  - (v) regular members shall nominate candidates to be elected and/or appointed as a director and/or officer of the Association; and
  - (vi) regular members shall be eligible to serve on any committee of the Association.
- (b.) **Limited Members** – The following conditions of membership shall apply:
- (i) limited membership shall be available only to individuals who are actively engaged or interested in institutional research, planning, management, and policy-making in post secondary education and have been accepted for limited membership in the Association;
  - (ii) the term of membership of a limited member shall be annual, subject to renewal in accordance with the policies of the Association;

- (iii) subject to the Act and the articles, a limited member shall not be entitled to receive notice of, attend or vote at any meetings of the members of the Association;
- (iv) limited members shall not be eligible to be elected and/or appointed as a director and/or officer of the Association;
- (v) limited members shall not nominate candidates to be elected and/or appointed as a director and/or officer of the Association; and
- (vi) limited members shall be eligible to serve on any committee of the Association.

(c.) **Student Members** – The following conditions of membership shall apply:

- (i) student membership shall be available only to individuals registered in a post secondary education program and not being employed full-time and who have applied and have been accepted for student membership in the Association;
- (ii) the term of membership of a student member shall be annual, subject to renewal in accordance with the policies of the Association;
- (iii) subject to the Act and the articles, a student member shall not be entitled to receive notice of, attend or vote at all meetings of the members of the Association;
- (iv) student members shall not be eligible to be elected and/or appointed as a director and/or officer of the Association;
- (v) student members shall not nominate candidates to be elected and/or appointed as a director and/or officer of the Association; and
- (vi) student members shall be eligible to serve on any committee of the Association.

(d.) **Emeritus Members** - The following conditions of membership shall apply:

- (i) emeritus membership shall be available only to individuals who are retired and had been an active member of the Association and who have applied and have been accepted for emeritus membership in the Association;
- (ii) the term of membership of an emeritus member shall be annual, subject to renewal in accordance with the policies of the Association;
- (iii) subject to the Act and the articles, an emeritus member shall not be entitled to receive notice of, attend or vote at all meetings of the members of the Association;

- (iv) emeritus members shall not be eligible to be elected and/or appointed as a director and/or officer of the Association;
  - (v) emeritus members shall not nominate candidates to be elected and/or appointed as a director and/or officer of the Association; and
  - (vi) emeritus members shall be eligible to serve on any committee of the Association.
- (e.) **Associate Members** - The following conditions of membership shall apply:
- (i) associate membership shall be available only to individuals who are members of other professional organizations with which the Association has a reciprocal membership agreement and who have applied and have been accepted for associate membership in the Association;
  - (ii) the term of membership of an associate member shall be annual, subject to renewal in accordance with the policies of the Association;
  - (iii) subject to the Act and the articles, an associate member shall not be entitled to receive notice of, attend or vote at all meetings of the members of the Association;
  - (iv) associate members shall not be eligible to be elected and/or appointed as a director and/or officer of the Association;
  - (v) associate members shall not nominate candidates to be elected and/or appointed as a director and/or officer of the Association; and
  - (vi) associate members shall not be eligible to serve on any committee of the Association.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-law if those amendments affect membership rights and/or conditions described in Section 197(1) of the Act.

## **2.2 Notice of Meetings**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

The notice of a meeting of members shall contain sufficient information to permit a member to make a reasoned judgment on the decisions to be made and shall state the text of any special resolution to be submitted to the meeting.

Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to these by-laws to change the manner of giving notice to members entitled to vote at a meeting of members.

### **2.3 Calling of Meetings**

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than five percent (5%) of the voting rights. If the directors do not call a meeting within twenty-one days of receiving the requisition, any member who signed the requisition may call the meeting.

## **SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.1 Membership Dues**

The board shall establish, in consultation with the members, policies related to membership dues and services for each class of membership, and membership dues shall be reviewed periodically by the board.

At least thirty days notification of proposed changes in membership dues or due structure shall be provided to the membership. Changes to membership dues or due structure shall be approved by ordinary resolution.

Membership dues are not refundable unless the board determines otherwise.

### **3.2 Termination of Membership**

A membership in the Association is terminated when:

- (a.) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b.) the member fails to maintain any qualifications for membership described in **[Section 2]** of these by-laws;
- (c.) the member has not paid their membership dues within thirty days of the membership renewal date;
- (d.) the member resigns by delivering a written resignation to the board of the Association in which case such resignation shall be effective on the date specified in the resignation;
- (e.) the member is expelled or is otherwise terminated in accordance with the articles or by-laws;
- (f.) the member is expelled by a vote of two-thirds (2/3) of the members at an annual meeting or a special meeting called for the purpose of reviewing the status of one or more members; or

(g.) the Association is liquidated or dissolved under the Act.

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

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.1 Place of Meetings**

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

### **4.2 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 and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association 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.

### **4.3 Chair of the Meeting**

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

### **4.4 Quorum**

A quorum at any meeting of members (unless a greater number of members are required to be present by the Act) shall be the lesser of fifteen members entitled to vote at the meeting, or ten percent (10%) of the members entitled to vote at the meeting. 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.

### **4.5 Votes to Govern and Casting Vote**

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. 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.

### **4.6 Participation in Meeting by Electronic Means**

If the Association 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 these by-laws, 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 Association has made available for that purpose.

#### **4.7 Annual Conference**

The annual meeting of members will generally be held in conjunction with the annual conference of the Association.

#### **4.8 Budget**

The budget of the Association shall be presented to the members at the annual meeting of members or at any properly convened meeting of members, and if the budget is acceptable it shall be approved by the members.

#### **4.9 Robert's Rules of Order**

Meetings of members of the Association shall be conducted in accordance with Robert's Rules of Order.

### **SECTION 5 - DIRECTORS**

#### **5.1 Power and Responsibilities**

Subject to any unanimous member agreement, the board is the governing body of the Association and has the power to conduct the activities and affairs of the Association. The board is responsible to establish policies and procedures to guide the activities of the Association and to make such policies and procedures easily accessible to the membership.

#### **5.2 Directors**

The board shall consist of nine positions comprised of eight elected positions and one appointed position (the one appointed position is set out in the paragraph below). The eight elected positions and their term in office shall be: President (two years), Vice-President (two years), Treasurer (two years), Secretary (two years) and four Members-at-large (two years). Elected 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. Elected members of the board shall be eligible for re-election but may serve no more than two consecutive terms in the same office.

The board shall appoint the Conference Chair as a director whose term of office as a voting member of the board shall be one year. The Conference Chair for the next annual conference shall sit as a voting member of the board from the annual meeting before the close of the previous annual conference to the annual meeting during or immediately following the annual conference for which this person has been appointed as chair.

### **5.3 Nomination and Election of Directors**

Elections of directors shall be by a vote of regular members and shall be conducted by the Nominating Committee.

### **5.4 Remuneration**

The directors of the Association shall serve as such without remuneration and no director shall directly or indirectly receive any profit from such director's position as such; provided that a director may be paid reasonable expenses incurred by the director in the performance of the director's duties.

### **5.5 Resignation**

A director of the Association may resign by delivering a written resignation to the board.

### **5.6 Removal**

A director of the Association can be removed from office by ordinary resolution of the regular members.

### **5.7 Vacancies on the Board**

If any vacancy shall occur for any reason, the board, by majority vote (if a quorum remains in office), may fill the vacancy. The director filling the vacancy shall serve as director until the next annual meeting of members.

### **5.8 Standard of Care**

Every director and officer, in exercising their powers and discharging their duties to the Association, shall:

- (a.) act honestly and in good faith with a view to the best interest of the Association; and
- (b.) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **SECTION 6 - MEETINGS OF DIRECTORS**

### **6.1 Calling of Meetings**

Meetings of the board may be called by the President, the Vice-President or any two directors at any time. If the Association has only one director, that director may call and constitute a meeting.

## **6.2 Notice of Meetings**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in [Section 10.1] of these by-laws to every director of the Association not less than seven 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 no one 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 these 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 the Limits on Authority section of the Act that is to be dealt with at the meeting.

## **6.3 Regular Meetings**

Meetings of the board shall be held at least once a year at any time and place as determined by the President provided that written notice of such meeting is given in electronic or printed form no less than seven calendar days before the meeting.

## **6.4 Quorum**

Five members of the board shall constitute a quorum at any meeting of directors, and despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions conferred on the board by the Act or under these by-laws of the Association.

## **6.5 Votes to Govern and Casting Vote**

Each director shall have one vote at a meeting of the board.

At any meeting of the board 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 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.

## **6.6 Participation in Meeting by Electronic Means**

If the Association 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 directors, any person entitled to attend such meeting may participate in the meeting or in a meeting of a committee of directors 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 these by-laws, any person participating in a meeting of directors 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 Association has made available for that purpose.

## **SECTION 7 - COMMITTEES**

### **7.1 Committees**

The board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes 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.

The board shall establish Terms of Reference for each committee and appoint committee members.

Members of all committees including standing and ad hoc committees, shall serve the Association on a voluntary basis without remuneration.

Any committee member may resign from a committee by delivering a written resignation to the board.

Any committee member may be removed from a committee by a majority vote of the board.

### **7.2 Nominating Committee**

The Nominating Committee shall solicit nominations and develop a slate of candidates for election of directors and the Nominating Committee. The Nominating Committee shall be established as a standing committee of the board.

The Nominating Committee shall be composed of five members four of which are elected by the membership. The term of office for elected members of the Nominating Committee shall be two years. Nominating Committee members shall hold office for no more than two consecutive terms.

The Nominating Committee shall be chaired by the Immediate Past President, or board appointee should the Immediate Past President be unable to serve.

## **SECTION 8 - OFFICERS**

### **8.1 Officers**

Subject to any unanimous member agreement and in addition to the officers identified in [Section 5.2] of these by-laws, the board may designate the offices of the Association, appoint officers on an annual or more frequent basis (as specified in the paragraph below), specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Association. A director may be appointed to any office of the Association. 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. Officers shall be appointed by resolution of the board at the first meeting of the board following an annual meeting of members. Officers shall be subject to removal at any time by a resolution of the board.

The re-appointment or re-election of officers of the Association is set out in [Section 5.2] of these by-laws.

Each officer who is a director shall have one vote at a meeting of the board and each officer who is a regular member shall have one vote at a meeting of members.

## 8.2 Duties of Officers

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Association shall have the following duties and powers associated with their positions:

- (a.) **Immediate Past President** – The Immediate Past President shall chair the Nominating Committee and have such powers and duties assigned by the President or the board.
- (b.) **President** – The President shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The President shall, subject to the authority of the board, have general supervision of the activities and affairs of the Association. The President (or a delegate of the President) shall be responsible for officially representing the Association and for liaison activities with other associations. The President shall, when present, chair at all meetings of the board and of the members.
- (c.) **Vice-President** - The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may from time to time be imposed upon the Vice-President by the President or the board. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, chair at all meetings of the board and of the members.
- (d.) **Secretary** – The Secretary shall attend and be the Secretary of all meetings of the board and members. The Secretary shall enter or cause to be entered in the Association’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 Association.
- (e.) **Treasurer** – The Treasurer shall have such powers and duties assigned by the President or the board.

- (f.) **Members-at-Large** - Any director not appointed to a particular office shall be a member-at-large responsible for performing the duties assigned by the President or the board. There shall be four members-at-large.
- (g.) **Conference Chair** - The board shall appoint a Conference Chair for each annual conference of the Association whose term of service shall be one year. The Conference Chair for the next annual conference shall sit as a voting member of the board from the annual meeting before the close of the previous annual conference to the annual meeting during or immediately following the annual conference for which the Conference Chair has been appointed to chair. The Conference Chair shall retain responsibility for the annual conference until the business of the annual conference is complete and the board discharges the Conference Chair.

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

### **8.3 Vacancies 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 Association. 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.) such officer ceasing to be a director (if a necessary qualification of appointment);  
or
- (d.) such officer's death.

If the office of any officer of the Association shall be or becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **8.4 Remuneration**

The reasonable remuneration of all officers shall, subject to the other provisions of these by-laws, be fixed by the board from time to time by resolution.

## **SECTION 9 - PROTECTION OF DIRECTORS AND OFFICERS**

### **9.1 Indemnity of Directors and Officers**

The Corporation shall indemnify a present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges

and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

## **9.2 Advance of Costs**

The Corporation [**may/shall**] advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in [**Section 9.1**] provided such individual agrees in advance, in writing, to repay the monies if the individual does not fulfill the conditions of [**Section 9.3**].

## **9.3 Limitation**

The Corporation may not indemnify an individual under [**Section 9.1**] unless the individual:

- (a.) 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, had reasonable grounds for believing that their conduct was lawful.

## **9.4 Indemnification**

The Corporation may, with the approval of a court, indemnify an individual referred to in [**Section 9.1**], or advance money under [**Section 9.2**], in respect of an action by or on behalf of the Corporation or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Corporation or other entity as described in [**Section 9.1**], against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfills the conditions set out in [**Section 9.3**].

## **9.5 Insurance**

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in [**Section 9.1**] 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.

## **SECTION 10 - NOTICES**

### **10.1 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 Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with the Act;
- (b.) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (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 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, member of a committee of the board or the public accountant in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to these by-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **10.2 Invalidity of any Provision of these By-laws**

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



### **10.3 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or the public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with these by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

## **SECTION 11 - DISPUTE RESOLUTION**

### **11.1 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, employees or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in [Section 11.2] of these by-laws.

### **11.2 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members, employees or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association 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 first shall be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) 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 Association 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.

## **SECTION 12 - BY-LAW AND EFFECTIVE DATE**

### **12.1 By-law and Effective Date**

Subject to the articles, the board may, by resolution, make, amend or repeal any by-law that regulates the activities and affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. 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. The 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.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

## **SECTION 13 - REPEAL**

### **13.1 Repeal**

Upon these by-laws coming into force, all By-laws of the Association including those titled "Constitution and Bylaws", or any variations thereof, are repealed.

*[Signature page follows]*

**APPROVED** by the directors of the Association on October 21, 2017 and effective upon the continuance of the Association under the Act.



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**David Paul**  
**[Secretary]**

**CONFIRMED** by the members of the Association, without variation, on October 24, 2017 and effective upon the continuance of the Association under the Act.



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**David Paul**  
**[Secretary]**