

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

**THE ROYAL CANADIAN COLLEGE OF ORGANISTS/
LE COLLÈGE ROYAL CANADIEN DES ORGANISTES**

(A Corporation continued under the Canada Not-for-profit Corporations Act)

as amended 2017/07/03

2017/08/25

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(the "Corporation")

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 require

"**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;

"**articles**" means the original or restated 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 all members entitled to vote at an annual meeting of members;

"**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 section 163 (Shareholder Proposals) of the Act;

"**registered office**" means the administrative office of the Corporation as determined by the directors under section 20 (Registered Office) of the Act;

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

"**Regulations of the College**" means the regulations governing certain aspects of the operation of the Corporation as determined by special resolution of members; and

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

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 above, words and expressions defined in the Act have the same meanings when used in this by-law.

1.03 **Corporate Seal**

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The Secretary of the Corporation, or an individual designated by the Secretary from time to time, 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. 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.

1.05 **Financial Year End**

The financial year end of the Corporation shall be May 31 in each year.

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 or elsewhere 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 an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.07 **Borrowing Powers**

The directors of the Corporation may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c) 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.

Such powers may be delegated by the directors to such officers or directors of the Corporation as they see fit.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

1.08 Annual Financial Statements

The Corporation shall publish a notice to its members stating that the annual financial statements and documents provided for in subsection 172(1) of the Act 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.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Membership in the Corporation shall be available to persons (which includes corporations and other religious or educational entities) interested in furthering the Corporation's purposes, and who 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.

Pursuant to subsection 197(1) (Fundamental Change) 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 paragraphs 197(1)(e), (h), (l) or (m).

2.02 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-law.

2.03 Membership Dues

Membership dues shall be established from time to time by the directors. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the member in default shall automatically cease to be a member of the Corporation.

2.04 Centres

Subject to the approval of the Board, a Centre of the College may be formed in any city, town or area in Canada where a sufficient number of members can be assembled. The affairs of the Centre shall be conducted by an executive of at least three (3) members.

A member is expected to hold membership in and pay the applicable dues to a Centre, normally the one closest to the member. If there is no Centre within a reasonable distance of the member, application may be made directly to the Corporation to be designated as a member not attached to a Centre. Interpretation of this provision shall be the responsibility of the Registrar.

2.05 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies, or, in the case of a member that is a corporation or other entity, the corporation or other entity is dissolved;
- b) a member fails to maintain any qualifications for membership described in the articles or in this by-law;
- c) the member resigns by delivering a written resignation to the Registrar of the Corporation in which case such resignation shall be effective on the date specified in the resignation or if no date is specified, on the date received;
- d) the member is expelled in accordance with Section 2.06 or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under Part 14 of the Act.

2.06 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:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) 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 from membership in the Corporation, or otherwise disciplined, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of expulsion or nature of discipline to the member and shall provide reasons for the proposed expulsion or discipline. 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 so received, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is expelled from membership in the Corporation, or is subject to the previously stated discipline. 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.

2.07 Cost of Publishing Proposals for Annual Members' Meetings

A member who submits a proposal in accordance with section 163 of the Act 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.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Place of Members' Meeting

Meetings of the members may be held at any place within Canada as determined by the Board.

3.02 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 one of the following means:

- a) at least once in a publication of the Corporation that is sent to all its members, during a period of 21 to 60 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 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

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.

3.03 Members Calling a Members' Meeting

The Board shall call a special meeting of members in accordance with section 167 of the Act, on written requisition of members holding not less than 1% 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.

3.04 Persons Entitled to be Present at Members' Meetings

Members, non-members, 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 votes at the meeting.

3.05 Chair of Members' Meetings

Meetings of members shall be chaired by the President, failing whom the First Vice-President or Second Vice-President. In the event none of these officers is present, the Secretary or any past president shall call the meeting to order and the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.06 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) members entitled to vote at the meeting.

3.07 Absentee Voting at Members' Meetings

Except for the election of a director, any member who is absent from a meeting of members may vote on matters considered at that meeting by means of a proxy issued in conformity with section 74 (2) of the Regulations.

Any vote required for the election of a director shall be conducted by means of a mailed-in ballot, or by means of a telephonic, electronic or other communication facility that enables the votes to be gathered in a manner that permits their subsequent verification, and that the tallied votes are presented to the Corporation without it being possible for the Corporation to identify how each member voted. At the discretion of the Board, any other matter to be voted on at a meeting of members may be determined by means of a mailed-in ballot or by means of a telephonic, electronic or other communication facility.

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 by members not in attendance at a meeting of members.

3.08 Votes to Govern at Members' Meetings

At any meeting of members, unless otherwise provided by the Act or by the articles or by-laws, every question shall 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, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.09 Participation by Electronic Means at Members' Meetings

Persons entitled to attend a meeting of members may not participate in or vote at the meeting by means of a telephonic, an electronic or other communication facility.

SECTION 4 - DIRECTORS

4.01 Number of Directors

The Board shall consist of not less than 12 and not more than 16 directors. The fixed number of directors may be determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board. The minimum number of directors may not be fewer than the minimum number specified in the articles, at least two of whom are not officers or employees of the Corporation or its affiliates. Only an individual member of the Corporation, or an individual authorized to represent a member corporation or other entity, may serve as a director of the Corporation.

4.02 Term of Office of Directors

At the first election of directors following the approval of this by-law, one-half (1/2) of directors shall be elected for a two-year term and one-half (1/2) of directors shall be elected for a one-year term. Thereafter, except when an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year terms.

4.03 Election of Directors

The election of directors and officer/directors shall be conducted as follows:

- a) Each year, the Board shall appoint a Nominating Committee consisting of the immediate Past President or another past president as Chair and two other members of the National Council to prepare and present to the Board not later than February 1st, a nominee for each position of director or officer/director currently vacant or to become vacant as a result of the expiry of a term of office at the next annual meeting of members.
- b) On or before March 31st, a list of the nominations thus made shall be given to each member by one of the following means:
 - i. in a publication of the Corporation that is sent to all its members; or
 - ii. by any means specified in Section 8.01 of this by-law.The notice shall indicate that additional nominations may be submitted, and shall state that the consent in writing of the nominee and the signature of five other members in support of the nomination must accompany the nomination, and must be received at the registered office on or before May 1st.
- c) Should no nomination for a position be forthcoming other than that submitted by the Nominating Committee, the candidate so nominated shall be declared elected to that position by acclamation.
- d) When more than one person is nominated for a position, an election shall be conducted by mailed-in ballot as prescribed in Section 3.07 of this by-law. Votes submitted by mail-in ballot and electronically shall have equal weight.
 - i. Mail-in ballot: A ballot containing the name of each nominee shall be mailed to each member who requests to vote by mail-in ballot at their last known addresses, and shall include instructions for the proper return of the ballot and the date by which it must be sent to the registered office, as evidenced by a postmark or courier record. This date shall be determined by the Board and shall be the same date as the final date for electronic voting.
 - ii. Electronic ballot: When, at the discretion of the Board, voting may be conducted by electronic means, members who have previously consented to receive documents electronically will be registered to vote electronically unless they request in writing not later than May 1 that they wish to vote by mail-in ballot. Members registered to vote electronically shall receive complete instructions on how to use the facility provided by the Corporation for this purpose, including the final date on which a vote may be recorded. This date shall be determined by the Board and shall be the same as the final date for sending mail-in ballots.
- e) The President shall appoint scrutineers to examine the ballots and the report of votes submitted electronically, and on their report the nominees obtaining the majority of votes cast shall be declared duly elected to their respective positions. Ballots and electronic records of voting shall be destroyed within 30 days following the meeting of members at which the directors are declared elected.

SECTION 5 - MEETINGS OF DIRECTORS

5.01 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the President, a Vice-President, or any two (2) directors at any time.

5.02 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 Section 8.01 of this by-law to every director of the Corporation not less than 14 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-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.

5.03 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. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.04 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.

SECTION 6 - THE NATIONAL COUNCIL

6.01 The National Council

The National Council, an advisory body to the Board, shall have the right to discuss of its own motion, or at the request of any of its committees or of the Board, all matters affecting the aims, policies, conduct and well-being of the College.

It shall also have authority to:

- a) determine all matters concerning academic standards within the College, including, but not limited to:
 - i. the number, nature and conditions of the professional diplomas and certificates granted by the College;
 - ii. the syllabus of College examinations;
 - iii. the rules governing College competitions;
- b) approve the text of all College publications expressing College policy on professional ethics and other matters concerning the profession of organist or church musician;
- c) grant honorary awards in the College's name; and
- d) make recommendations to the Board on all other matters.

6.02 Membership of the National Council

Members of the National Council shall be as stipulated in the Regulations of the College. Twelve (12) members of the National Council shall constitute a quorum.

Members of the National Council shall serve without remuneration, and no member of the National Council shall directly or indirectly receive any profit from his or her position as such, provided that a member of the National Council may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A member of the National Council shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

6.03 Calling of Meetings of the National Council

Meetings of the National Council may be called by the President, a Vice-President, or any two (2) directors at any time.

6.04 Notice of Meeting of the National Council

Notice of the time and place for the holding of a meeting of the National Council shall be given in the manner specified in Section 5.02 of this by-law.

6.05 Votes to Govern at Meetings of the National Council

At all meetings of the National Council, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.06 Committees of the National Council

The National Council 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 National Council shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the National Council may from time to time make.

SECTION 7 - OFFICERS

7.01 Duties of Officers

The Board may specify the duties of officers and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) President – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall be a director, shall serve as the chair of the Board and of the National Council, and subject to the authority of the Board, shall have general supervision of the affairs of the Corporation.
- b) First Vice-President – The First Vice-President shall act in the place of the President in the event that the President is unable to fulfill the duties of that office, and shall act on behalf of the President when requested to do so by the President. The First Vice-President shall be a director and shall serve as vice-chair of the Board.
- c) Second Vice-President – The Second Vice-President shall act in the place of the President and/or First Vice-President in the event that neither is able to fulfill the duties of their office, and shall act on behalf of the President or First Vice-President when requested to do so. The Second Vice-President shall be a director.
- d) Secretary – The Secretary shall attend and be the secretary of all meetings of the Board, of the National Council, and of members. 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 be a director.
- e) Treasurer – The Treasurer shall act as consultant in matters dealing with financial policy, oversee the preparation of the annual budget, and have such other powers and duties as the Board may specify. The Treasurer shall be a director.
- f) Registrar – The Registrar shall maintain or cause to be maintained the register of members as required by subsection 21(1)(g) of the Act, and shall report changes in membership to the Board as required. The Registrar shall maintain a register of Fellows, Associates and Colleagues of the College including the date of admission, and all recipients of certificates, honours and prizes bestowed by the College. The Registrar shall be a director.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.03 Trustees

The Trustees shall oversee the management of assets entrusted to their care by the Board, subject to the general investment policy, and the limitations accompanying any gift. The investment policy shall be reviewed from time to time by the Trustees and revisions shall take effect upon approval by the Board. The Trustees may make recommendations to the Board on the distribution of income derived from the assets.

There shall be three (3) trustees appointed by the Board for terms of 6 years each, such that the term of office of one trustee shall expire every second year. Trustees shall be eligible for re-appointment for one additional term. The Board shall appoint a replacement trustee to fill a vacancy in the office of trustee for the unexpired portion of the term.

The trustees shall elect one of their number from time to time to serve as chair.

7.04 **Vacancy in Office**

An officer shall hold office until the earliest of:

- a) the officer's successor being appointed or elected;
- 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 Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – NOTICES

8.01 **Method of Giving Any Notice**

Any notice (which term includes any communication or document), other than notice of a meeting of members, 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:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- 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 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 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.

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, 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.

SECTION 9 - DISPUTE RESOLUTION

9.01 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 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 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 – AMENDMENTS

10.01 Amendments

Subject to the articles, the Board 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) or otherwise stipulated in the by-laws.

10.02 Effective Date

Any by-law, amendment or repeal that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act shall be effective when confirmed by members.

Any other 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 special 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.

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the directors of the Corporation by special resolution on the 10th day of May, 2013, confirmed by the members of the Corporation by special resolution on the 14th day of August, 2013 and amended by members of the Corporation by special resolution on the 3rd day of July, 2017.

Dated as of the 15th day of August, 2017.

[signed] Patrick Carter, Secretary