

**GENERAL BY-LAW 1A OF
VANCOUVER INTERNET EXCHANGE
AS APPROVED AND CONFIRMED EFFECTIVE OCTOBER 1, 2020**

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SECTION 1 – GENERAL

1.1 Definitions

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

“**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;

“**affiliated**” has the meaning ascribed to it in section 2(2) (Affiliate bodies corporate) of the *Act* and “**affiliate**” has a corresponding meaning;

“**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**assistant secretary**” without a further reference means assistant secretary of the Corporation;

“**assistant treasurer**” without a further reference means the assistant treasurer of the Corporation;

“**board**” without a further reference means the board of directors of the Corporation;

“**body corporate**” includes a company or other organization with legal personality wherever or however incorporated;

“**business day**” means any day other than a Saturday, Sunday or a day which is a statutory holiday in the Province of British Columbia or Canada, or a day on which banks are not open to the public for business in the municipality in which the registered office of the Corporation is situated;

“**by-law(s)**” means this by-law and, unless otherwise specified, any other by-law of the Corporation, as amended and which are, from time to time, in force and effect;

“**chair**” without a further reference means chair of the board;

“**committee**” without a further reference means a committee of the board;

“**Corporation**” means Vancouver Internet Exchange;

“**director**” without further reference means a director of the Corporation;

“**DMR**” has the meaning ascribed to it in section 4.5 of this by-law;

“**entity**” or “**organization**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or other organization;

“executive committee” without a further reference means executive committee of the Corporation;

“meeting of members” includes an annual meeting of members or a special meeting of members;

“member”, without a further reference means any person who has been admitted to membership in the Corporation in accordance with this by-law;

“officer” without a further reference means an officer of the Corporation;

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

“person” means an individual or entity;

“policies” means the documents published as approved by the board from time to time, in accordance with the by-laws, governing internal matters of the Corporation pursuant to, and subject to, the provisions of the *Act*, the articles and the by-laws;

“public accountant” without a further reference means public accountant of the Corporation;

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

“representative” when used with reference to a member that is not an individual means an individual director, officer or employee of that member;

“secretary” without a further reference means secretary of the Corporation;

“special meeting of members” means a special meeting of all members entitled to vote at an annual meeting of members;

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

“statement of purpose of the Corporation” means the statement of purpose of the Corporation set out in the articles;

“treasurer” without a further reference means treasurer of the Corporation;

“vice-chair” without a further reference means vice-chair of the board; and

1.2 Interpretation

Words Defined in the Act. Other than as specified above, words and expressions defined in the *Act* have the same meanings when used in the by-laws.

Gender and Number. In the interpretation of the by-laws of the Corporation, words in the singular include the plural and vice-versa, words in one gender include all genders.

Headings. The division of by-laws into sections, paragraphs and sub-paragraphs and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of any such by-laws.

Computation of Time. When calculating the period of time within which, or following which, any act is to be done or step taken pursuant to the by-laws, the date which is the reference date in calculating such period shall be excluded and the last day shall be included, but if the last day of the period is not a business day, the period in question shall end on the next business day.

References to Legislation. Any references in the by-laws to any law, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

Conflict among Articles, By-laws, Resolutions, etc. In the event of inconsistency between this by-law, any other by-laws of the Corporation, or resolutions of the board, executive committee, members or committee of board or members, the provisions of this by-law shall take precedence. In the event of inconsistency between this by-law or any other by-laws of the Corporation and the articles, the Corporation shall immediately make all changes to the conflicting by-laws as are necessary and lawful to render them consistent with the articles.

Disclosure of Interests - A director or an officer shall disclose to the Corporation the nature and extent of any interest that the director or officer has in a material contract or material transaction with the Corporation. Such disclosure shall be made in accordance with the requirements of the *Act*.

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.

1.3 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 or, at the secretary's option, the solicitor of the Corporation, shall be the custodian of the corporate seal.

1.4 Registered Office

The registered office of the Corporation shall be situated in the province specified in the articles, at such address as the board may, by resolution, determine. Subject to the *Act*, the members may, by special resolution, change the province in which the registered office of the Corporation is situated.

1.5 Execution of Documents

Any document in writing requiring the signature of the Corporation, shall be signed by any two persons, each of whom is an officer and/or director. In addition, the board may from time to time, by resolution, 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.

1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company, credit union or other firm or body corporate 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 and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.7 Borrowing Powers

The directors may, without authorization of the members,

1. Borrow money on the credit of the Corporation;
2. Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
3. 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.

The directors may, by resolution, delegate the powers referred to above in this section 1.7 to the executive committee of directors, a director or an officer.

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.

1.8 Financial Year End

Unless otherwise determined by resolution of the board, the financial year end of the Corporation shall be December 31st of each year.

1.9 Annual Financial Statements

Subject to any exemption granted to the Corporation pursuant to section 173 (Application for exemption) of the *Act*, the Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual financial statements) of the *Act* or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

SECTION 2 - MEMBERSHIP

2.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation.

The board may, by resolution, approve the admission of the members of the Corporation and the board shall have sole discretion in determining whether or not an applicant for membership meets the conditions for membership and shall become a member. No applicant for membership shall be admitted as a member of the Corporation, unless the board, in its sole opinion, concludes that: (i) the applicant is interested in furthering the statement of purpose of the Corporation; and (ii) admission of the applicant as a member would advance the best interests of the Corporation.

Subject to the foregoing, membership in the Corporation shall be available to those organizations that exchange communications network traffic at exchange point(s) operated and designated by the Corporation for that purpose from time to time and that have applied and have been accepted by the board for membership in the Corporation. Members may be admitted in such manner as may be prescribed by the board by resolution. Each member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one vote at such meetings.

2.2 Membership Transferability

Membership in the Corporation is not transferable.

Pursuant to subsection 197(1) (Amendment of articles or by-laws) of the *Act*, a special resolution of the members is required to make any amendments to the articles or by-laws if those amendments affect the matters described in paragraph 197(1)(h) of the *Act*.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1 Membership Dues

There shall be no dues payable by members for membership in the Corporation unless otherwise directed by ordinary resolution passed by the board.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

1. A member that is an entity is dissolved, liquidated or wound-up or a member that is an individual dies;
2. A member fails to maintain any membership conditions described in section 2.1 of this by-law;
3. The member resigns by delivering a written resignation to the Corporation in which case such resignation shall be effective on the later of the date specified in the resignation, or, if no such date is specified, on the date the resignation is received by the Corporation;
4. The member is expelled in accordance with section 3.4 of this by-law or its membership is otherwise terminated in accordance with the articles or by-laws;
5. The member's term of membership expires without being renewed; or
6. The Corporation is liquidated or dissolved under the *Act*.

For greater certainty, where two or more voting members become affiliated, they shall forthwith jointly so notify the secretary in writing and shall specify which of the two entities shall continue as a member and the other one shall be deemed to have resigned effective as of the date of the notice.

3.3 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.

3.4 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; or
2. Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the secretary, or such other officer as may be designated by the board, shall provide ten (10) 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 secretary, or such other officer as may be designated by the board, within ten (10) days of the date of the receipt of the notice of suspension or expulsion in response to that notice.

In the event that no written submissions are received by the secretary, or such other officer as may be designated by the board, the secretary or that other officer 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 secretary, or such other officer as may be designated by the board will consider such submissions in arriving at a final decision and shall notify the member of the final decision and the reasons for the final decision within a further ten (10) days from the date of receipt of the submissions.

The board may suspend or expel a member immediately without any right to make further submissions where the board, in its sole discretion, determines that such suspension or expulsion is necessary to prevent or mitigate harm to the Corporation or any other person. A member suspended or expelled in this fashion shall be advised accordingly forthwith by way of a notice. The decisions of the board, secretary, or such other officer as may be designated by the board with regard to suspension and expulsions of members shall be final and binding on the members, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.1 Calling of Annual and Special Members' Meetings

Subject to any authorization granted to delay the calling of an annual meeting pursuant to section 160(2) (Authorization to delay calling of annual meeting) of the *Act*, the directors shall call an annual meeting of members:

1. Not later than eighteen (18) months after the Corporation comes into existence; and
2. Subsequently, not later than fifteen (15) months after holding the preceding annual meeting but no later than six (6) months after the end of the Corporation's preceding financial year.

The annual meeting shall be called for the purpose of:

1. Considering the financial statements and reports of the Corporation required by the *Act* to be presented at the meeting;
2. Electing directors;
3. Appointing the public accountant; and

4. Transacting such other business as may be properly brought before the meeting or is required under the *Act*.

The directors may at any time call a special meeting of members for the transaction of any business which may properly be brought before the members.

4.2 Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with section 167 (Requisition of meeting) 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 (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.3 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, as well as to each director and to the public accountant and solicitor of the Corporation by the following means:

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

Pursuant to subsection 197(1) (Amendment of articles or by-laws) of the *Act*, a special resolution of the members is required to make any amendments to the articles or by-laws if those amendments affect the matters described in paragraphs 197(1)(l) of the *Act*.

4.4 Place of Members' Meeting

Subject to compliance with section 159 (Place of meetings) of the *Act*, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

Meetings conducted in whole or part by electronic means shall be deemed to be held at the Corporation's registered office or the location of the meeting at which members attending in person are present.

4.5 Designated Member Representative

Each non-individual member shall select a designated member representative ("DMR") and provide notice to the Corporation with the name and contact information of the DMR. Unless a proxy is appointed in accordance with the by-laws of the Corporation, only the member's DMR is permitted to vote on behalf of the member at members' meetings.

4.6 Special Business

All business transacted at a special meeting of members or an annual meeting of members constitutes special business, except:

1. Consideration of the minutes of an earlier meeting;
2. Consideration of the financial statements and the public accountant's report;
3. Election of directors; and
4. Reappointment of the incumbent public accountant.

4.7 Notice of Special Business

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the member to form a reasoned judgment on the business and provide the text of any special resolution or by-law to be submitted to the meeting.

4.8 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those members entitled to vote at the meeting, the directors, the public accountant and solicitor of the Corporation and such other persons who are entitled or required under any provision of the *Act*, articles or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

4.9 Chair of Members' Meetings

In the event that the chair and the vice-chair are absent, the directors who are present and entitled to vote at a meeting of members shall choose one such director to chair the meeting.

4.10 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 consist of not less than a majority of members present in person, telephonically, electronically, by other communication facility or by proxy and entitled to vote at the meeting; provided that in no case can any meeting be held unless at least twenty-five percent (25%) of the members entitled to attend the meeting and vote thereat are present in person, telephonically, electronically, by other communication facility or by proxy. 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.

4.11 Adjournments

The chair of any meeting of members may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment needs be given to the members provided the adjourned meeting takes place within thirty (30) days of the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Record Date

Subject to the periods, dates and any other requirements of the *Act*, the directors may set the record date for: (1) determining members entitled to receive notice of a meeting of members; and/or (2) determining members entitled to vote at a meeting of members.

4.13 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 the 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 not have a second or casting vote.

4.14 Show of Hands

Except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

4.15 Ballots

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, any member or proxyholder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

4.16 Resolution in Lieu of Meeting

Except where a written statement is submitted to the Corporation by a director or representations in writing are submitted to the Corporation by the public accountant:

1. a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members; and

2. a resolution in writing dealing with all matters required by the *Act* to be dealt with at a meeting of members, and signed by all the members entitled to vote at that meeting, satisfies all the requirements of the *Act* relating to that meeting of members.

4.17 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* and the Regulations. 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*, the Regulations and these bylaws, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

4.18 Meeting of Members Held Entirely by Electronic Means

If the directors or members 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.

4.19 Absentee Voting by Mailed-in Ballot or Electronic Ballot

Pursuant to subsection 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Amendment of articles or by-laws) of the *Act*, a special resolution of the members is required to make any amendments to the articles or by-laws if those amendments affect the matters described in paragraphs 197(1)(m) of the *Act*.

4.20 Absentee Voting by Proxy

Pursuant to subsection 171(1) of the *Act*, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument signed by the member or by their agent
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (c) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold-face type,
 1. the meeting at which it is to be used,
 2. that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 3. instructions on the manner in which the member may appoint the proxy holder,
 - (ii) contain a designated blank space for the date of the signature'
 - (iii) provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) of

this paragraph (d) with respect to any matter to be acted on, the membership is to be voted accordingly;

- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) or (d)(v) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to subsection 197(1) (Amendment of articles or by-laws) of the *Act*, a special resolution of the members is required to make any amendments to the articles or by-laws if those amendments affect the matters described in paragraphs 197(1)(m) of the *Act*.

4.21 Minutes of Members' Meetings

The Corporation shall keep minutes of meetings of members of the Corporation. The minutes of such meetings shall be available to the members of the Corporation and shall be made available to all of the directors, each of whom shall receive a copy of such minutes.

SECTION 5 - DIRECTORS

5.1 Board Authority

Subject to the *Act*, the articles and the by-laws, the board shall manage or supervise the management of the activities and affairs of the Corporation. The board shall administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into.

5.2 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as 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. No decrease in the number of directors shall shorten the term of an incumbent director.

5.3 Becoming a Candidate for The Board

To qualify for election as a director, an individual must, at the close of nominations:

- (a) be at least eighteen (18) years of age,
- (b) not be disqualified by the *Act* from becoming or acting as a director,
- (c) have been nominated by a voting member or director to stand for election as a director in accordance with the nominations procedures established by the board from time to time, and
- (d) not be disqualified by the provisions of this by-law or the Corporation's conflict of interest policy established from time to time by the board.

5.4 General Qualifications of Directors

Each director shall be an individual who is not less than eighteen (18) years of age. No person who has been found by a court in Canada or elsewhere to be incapable or who has the status of a bankrupt shall be a director.

5.5 Limitations on Qualifications of Directors

No employee of the Corporation is eligible to serve as a director. No more than one representative of a member may serve as a director at the same time.

5.6 Election of Directors

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors so elected shall hold office for a term expiring not later than the close of the second annual meeting of members following the election. For greater certainty, some directors may, if they so indicate when they stand for election, choose to hold office if elected for a term expiring not later than the close of the first annual meeting of members following their election in order to accommodate staggered terms for directors. The board shall establish the procedures for the election of directors, including, for greater certainty, nomination of candidates for election as directors.

5.7 Terms of Directors

A director's term of office shall commence on the date of the meeting at which the director is elected or appointed and ends on the day that the director ceases to hold that office. A director ceases to hold that office upon the earliest of the occurrence of the following:

1. The director dies;
2. The director resigns;
3. The director is removed from office by the members; or
4. The director becomes disqualified to serve.

A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

Subject to section 130 (Removal of directors) of the *Act*, the members may, by ordinary resolution passed at a special meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed, failing which such vacancy may be filled by the board.

An individual who is a director shall automatically and immediately be disqualified and cease to be a director:

1. Upon that individual acquiring the status of a bankrupt;
2. Upon that individual becoming incapable;
3. Upon the director becoming an employee of the Corporation;
4. Upon the director becomes a representative of a member, when another representative of the same member is already then a director; or
5. Except in the case of the chair, if the director is absent from three consecutive board meetings without leave of the chair, and in the case of the chair, if the director is absent from three consecutive board meetings without leave of the vice-chair.

5.8 Board Vacancies

Subject to the *Act* and the articles, a quorum of directors may fill a vacancy among the directors except a vacancy resulting from a failure to elect the number or minimum number of directors provided for in the articles.

If there is not a quorum of directors or if there has been a failure to elect the number or minimum number of directors provided for in the articles, the directors then in office shall without delay call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

A director appointed or elected to fill a vacancy holds office for the unexpired term of that director's predecessor.

5.9 Remuneration and Expenses

The directors shall serve without remuneration and no director shall, directly or indirectly, receive any profit from that person's position as such. However, the Corporation shall reimburse promptly each director, upon presentation of appropriate vouchers, for all reasonable expenses incurred in connection with the performance of that person's duties as a director, provided that a director who is otherwise entitled to reimbursement of such expenses by the Corporation by reason of that

person's position as an officer, agent or otherwise of the Corporation, shall not also be entitled to reimbursement hereunder. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer, or in any other capacity, and receiving compensation therefor, to the extent so provided.

5.10 Employees, etc.

The board may, on behalf of the Corporation appoint such agents, attorneys, consultants and professional advisors and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board. The board may delegate this appointment function to an officer or officers or a committee of the board, but such delegation shall not apply to the appointment of the public accountant.

5.11 Remuneration of Agents, etc.

A reasonable remuneration for all employees, agents, consultants, professional advisors and employees and committee members shall be fixed by the board and the board may delegate this function to an officer or officers or a committee of the board.

SECTION 6 – MEETINGS OF DIRECTORS

6.1 Calling of Directors' Meetings

Meetings of the board may be called by the chair of the board, the vice-chair or any two (2) directors at any time. If the Corporation has only one (1) director, that director may call and constitute a meeting.

6.2 Place and Number of Meetings

Meetings of the board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the board may determine. There shall be at least four (4) meetings of the board per financial year of the Corporation. The board may invite other individuals to attend meetings of the board and of board committees or portions thereof as observers or advisors.

6.3 Notice of Directors' Meeting

Notice of the time and place for the holding of a meeting of directors shall be given in the manner provided in section 16 of this by-law to every director not less than forty-eight (48) hours (and not less than fourteen (14) days if sent by mail) 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.

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 except if subsection 136(3) of the *Act* requires the purpose thereof or the business to be transacted to be specified in the notice.

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

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 as follows that is to be dealt with at the meeting:

1. Submission to the members of any question or matter requiring the approval of members;
2. Filling a vacancy among directors or in the office of public accountant or appointing additional directors;
3. Issuing debt obligations;
4. Approving any financial statements referred to in section 172 (Annual financial statements) of the *Act*;
5. Adopting, amending or repealing by-laws; or
6. Establishing contributions to be made or dues to be paid by members under section 30 (Annual contributions or dues) of the *Act*.

6.4 Quorum for Directors' Meetings

A majority of the number of directors constitutes 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.

6.5 Chair of Meeting

In the event that the chair and the vice-chair are absent, the directors who are present shall choose one of their number to chair the meeting.

6.6 Resolution in Writing

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

6.7 Participation by Electronic Means at Directors' Meetings

Subject to the *Act*, a director may, if all directors are in agreement and have provided their consent, participate in a board meeting using telephonic, electronic or another communication facility that

permits all participants to communicate adequately with each other during the meeting (including Internet-enabled conferencing). A director participating in the meeting by such means shall be deemed for the purposes of the *Act* to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the board and/or committees of the board.

Meetings conducted in whole or in part by electronic means shall be deemed to be held at the Corporation's registered office or the location of the meeting at which a majority of directors attending in person are present.

When conducting meetings of the board by electronic means, each director shall be required to provide to the secretary of the Corporation a phone number or e-mail address that are personal to such director and shall use best efforts to ensure that such means of communication are kept secure and available only to such director.

Votes on any issue may be conducted electronically in such a manner as to permit the directors to communicate adequately with each other and to which all directors have equal access. Voting at electronic meetings of the board shall be conducted by poll (i.e. the participants signifying verbally or electronically, as the case may be, their assent or dissent with respect to the matter put before the board for approval), using the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If a majority of the directors objects to the specific telephonic, electronic or other communication facility to be used for voting on a specific matter or if the telephonic, electronic or other communication facility is not reasonably secure, as determined by the chair of the meeting, then the proposed telephonic, electronic or other communication facility shall not be used.

6.8 Votes to Govern at Directors' Meetings

At all meetings of directors, every question shall be decided by a majority of the votes cast on the question. Each director is authorized to exercise one (1) vote on any vote taken at any meeting of the board. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

6.9 Minutes of Directors' Meetings

The directors shall keep minutes of their meetings. The minutes of meetings of directors shall not be available to the general membership of the Corporation, but shall be made available to all of the directors, each of whom shall receive a copy of such minutes.

SECTION 7 - OFFICERS

7.1 Appointment of Officers

Subject to the by-laws, the board may designate the offices of the Corporation, appoint officers, specify their duties and, subject to the *Act*, delegate to such officers the power to manage the affairs of the Corporation. A slate of officers shall be appointed each year by the board at a board meeting

to be held immediately following the annual meeting of members. Officers may also be appointed otherwise, as and when determined by the board. Two or more offices may be held by the same individual, but the same individual may not concurrently hold the offices of chair and vice-chair.

7.2 Term of Office

An officer's term of office shall commence on the date of appointment specified by the board and ends on the day that the officer ceases to hold that office. An officer ceases to hold that office upon the earliest of the occurrence of:

1. The conclusion of the annual meeting of members following that person's most recent appointment;
2. The officer dies;
3. The officer resigns;
4. The officer is removed from office and/or replaced by a successor by the board; or
5. The officer becomes disqualified to serve.

An officer may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

The board may remove any officer from office before the expiration of the officer's term and may appoint a qualified individual to fill the resulting vacancy for the remainder of the term of the officer so removed.

An individual who is an officer shall automatically and immediately be disqualified and cease to be an officer when the officer ceases to be a director, and being a director is a necessary qualification of the office to which he or she had been appointed.

7.3 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 shall be a director and when present, shall preside at all meetings of the board 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 shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair shall, when present, preside at all meetings of the board and of the members. The vice-chair shall also have such other duties and powers as the board may specify.

3. Secretary – The secretary shall be a director. The secretary or designate shall, when present, act as 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 of the board or members. Under direction of the secretary, the Corporation's books, papers, records, documents and other instruments belonging to the Corporation shall be maintained at the registered office of the Corporation or such other location in Canada designated by the directors. The secretary may be assisted by the solicitor of the Corporation in performing the secretary's functions, but the secretary shall remain responsible for the exercise all of the powers and perform all of the duties of the office of the secretary. The secretary shall also have such other duties and powers as the board or the chair may specify.
4. Assistant Secretary - If the secretary is absent or is unable or refuses to act, the assistant secretary, if appointed, shall exercise all of the powers and perform all of the duties of the secretary. An assistant secretary shall also have such other duties and powers as the board, the chair or the secretary may specify. An assistant secretary must be a director.
5. Treasurer – The treasurer shall be a director. The treasurer shall oversee the care and custody of the funds and securities of the Corporation and ensure that full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation are maintained in the books belonging to the Corporation, and shall oversee the depositing of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. The treasurer shall oversee the disbursement of the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the chair and board, at the regular meetings of the board, or whenever the board may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The treasurer shall oversee the investments of the Corporation's funds in accordance with the policies established by the board and arrange and maintain insurance coverage as directed by the board. The treasurer shall be responsible for ensuring that the Corporation's books of account and accounting records meet the requirements of the *Act* and other applicable laws. The treasurer shall also have such other duties and powers as the board or the chair may specify.
6. Assistant Treasurer - If the treasurer is absent or is unable or refuses to act, the assistant treasurer, if appointed, shall exercise all of the powers and perform all of the duties of the treasurer. An assistant treasurer shall also have such other duties and powers as the board, the chair of the treasurer may specify. An assistant treasurer must be a director.

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

For greater certainty and regardless of the title employed, no employee or contractor (including solicitor or consultant) of the Corporation shall be deemed to be an officer, unless specifically appointed as such with that person's consent.

7.4 Vacancy in Office

Each officer shall be elected or appointed by the board immediately following the annual meeting of the Corporation and shall hold office until removed, or the officer's successor is appointed.

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

1. The officer's removal by the board;
2. The officer's successor being appointed by the board;
3. The officer's resignation;
4. Such officer ceasing to be a director, if a necessary qualification of appointment; or
5. Such officer's death.

If the office of any officer shall be or become vacant, the directors may, by resolution, appoint an individual to fill such vacancy.

SECTION 8 - EXECUTIVE COMMITTEE

8.1 Composition and Authority

The chair, vice-chair, secretary, and treasurer of the Corporation shall together constitute a committee known as the executive committee which shall exercise the powers of the board in between meetings of directors, except that the executive committee does not have the authority to:

1. Submit to the members any question or matter requiring the approval of members;
2. Fill a vacancy among the directors or in the office of public accountant, appoint additional directors or appoint or remove members of any committees;
3. Create, dissolve or reconstitute any committee of the board;
4. Remove any assistants appointed by the board;
5. Issue debt obligations except as authorized by the directors;
6. Approve any financial statements referred to in section 172 (Annual financial statements) of the *Act*;

7. Adopt, amend or repeal by-laws; or
8. Establish contributions to be made, or dues to be paid, by members under section 30 (Annual contributions or dues) of the *Act*.

Subject to the direction of the board, the executive committee may formulate its own rules of procedure.

8.2 Calling of Executive Committee Meeting

Meetings of the executive committee may be called by any member of that committee.

8.3 General Committee Provisions Apply to Executive Committee Meetings

The provisions of sections 10.3 through 10.10 of this by-law apply to meetings of the executive committee.

SECTION 9 - FINANCE AND AUDIT COMMITTEE

9.1 Composition and Authority

The directors shall appoint from their number three (3) directors, one of whom shall also be the treasurer, to be constituted as the finance and audit committee. No employee or contractor of the Corporation shall be a member of the finance and audit committee. The chair of the committee shall be selected by the committee members from among its members.

The finance and audit committee shall assist the board in fulfilling its oversight of the Corporation's material and strategic financial matters and related planning. To that end, the finance and audit committee shall recommend measures to the board to ensure the financial viability of the Corporation and to develop sound financial management policies, procedures and techniques.

The finance and audit committee shall also assist the board in fulfilling its oversight of: (1) the integrity of the financial statements of the Corporation; (2) the effectiveness of the internal controls over financial reporting including, without limitation, assessing the soundness of financial management policies, procedures and techniques; (3) the independent registered public accountant's qualifications and independence; (4) the performance of the Corporation's internal audit function and independent registered public accountant; and (5) the Corporation's compliance with legal and regulatory requirements.

The finance and audit committee shall have full access to all Corporation staff and authority to consult independent advisors, including sole authority to retain and terminate any such advisors and to approve the advisors' fees and other retention terms subject to any directions from the board, but the finance and audit committee shall not have the power to appoint the public accountant.

Subject to the direction of the board, the finance and audit committee may formulate its own rules of procedure.

The board may not delegate the exercise of the powers of the board as a whole to the finance and audit committee.

The board may, from time-to-time, remove or replace any committee member, or fill any vacancy on the finance and audit committee.

9.2 Calling of Finance and Audit Committee Meeting

Meetings of the finance and audit committee may be called by any member of that committee.

9.3 General Committee Provisions Apply to Finance and Audit Committee Meetings

The provisions of sections 10.3 through 10.10 of this by-law apply to meetings of the finance and audit committee.

SECTION 10 – OTHER COMMITTEES OF THE BOARD

10.1 Composition and Authority

Subject to the *Act*, the board may, from time-to-time, constitute such other committees of the board, as it deems necessary or appropriate for such purposes with such powers as the board shall see fit.

Subject to the by-laws and the direction of the board, any such committee may formulate its own rules of procedure.

The board may not delegate the exercise of the powers of the board as a whole to any such committee.

The board may, from time-to-time, remove or replace any committee member, fill any vacancy on any such committee, or dissolve or reconstitute any such committee.

10.2 Calling of Committee Meeting

Meetings of a committee may be called by the chair of the committee or any two (2) members of the committee.

10.3 Place and Number of Meetings

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

10.4 Notice of Committee Meeting

Notice of the time and place for the holding of a meeting of the committee shall be given in the manner provided in section 16 of this by-law to every member of the committee not less than forty-eight (48) hours (and not less than fourteen (14) days if sent by mail) before the time when the

meeting is to be held. Notice of a meeting shall not be necessary if all of the members of the committee 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. Subject to the by-laws, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

10.5 Quorum for Committee Meeting

A majority of the number of committee members constitute a quorum at any meeting of that committee.

10.6 Voting

Each committee member is authorized to exercise one (1) vote on any vote taken at any meeting of the committee.

10.7 Participation by Electronic Means at Committee Meetings

Subject to the *Act*, a committee member may, if all committee members are in agreement and have provided their consent, participate in a committee meeting using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting (including Internet-enabled conferencing). A committee member participating in the meeting by such means shall be deemed for the purposes of the *Act* to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be a “blanket” consent, relating to all meetings of the board and/or committees of the board.

Meetings conducted in whole or in part by electronic means shall be deemed to be held at the Corporation's registered office or the location of the meeting at which a majority of committee members attending in person are present.

When conducting meetings of the committee by electronic means, each committee member shall be required to provide to the secretary of the Corporation a phone number or e-mail address that are personal to such committee member and shall use best efforts to ensure that such means of communication are kept secure and available only to such committee member.

Votes on any issue may be conducted electronically in such a manner as to permit the committee members to communicate adequately with each other and to which all committee members have equal access. Voting at electronic meetings of the committee shall be conducted by poll (i.e., the participants signifying verbally or electronically, as the case may be, their assent or dissent with respect to the matter put before the committee for approval), using the telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

If a majority of the committee members objects to the specific telephonic, electronic or other communication facility to be used for voting on a specific matter or if the telephonic, electronic or

other communication facility is not reasonably secure, as determined by the chair of the meeting, then the proposed telephonic, electronic or other communication facility shall not be used.

10.8 Votes to Govern at Committee Meeting

At all committee meetings, 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 not have a second or casting vote.

10.9 Appointment and Removal of Committee Chairs

Subject to the by-laws, each committee chair shall be elected or appointed by the board immediately following the annual meeting of the Corporation and shall hold office until removed, or until the committee chair's successor is appointed.

Subject to the by-laws, the board may remove, whether for cause or without cause, any committee chair. Unless so removed, a committee chair shall hold office until the earlier of the following:

1. The committee chair's successor being appointed;
2. The committee chair's resignation;
3. The committee chair ceasing to be a director, if a necessary qualification of appointment; or
4. The committee chair's death.

If any committee chair shall be or become vacant, the directors may, by resolution, appoint an individual to fill such vacancy.

10.10 Minutes of Committee Meetings

The committee shall keep minutes of its meetings and forward copies of such minutes to all committee members upon their approval by the committee. The minutes of meetings of the committee shall not be available to the general membership of the Corporation, but shall be made available to all of the directors, each of whom shall receive a copy of such minutes.

SECTION 11 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.1 Standard of Care

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

11.2 Limitation of Liability

Provided that the standard of care required of the director or officer under the *Act* and the by-laws has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director's or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own willful neglect or default or otherwise result from the director or officer's failure to act in accordance with the *Act* or the Regulations.

11.3 Indemnity of Directors and Officers

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

1. The person 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
2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

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

11.4 Advance of Costs

The corporation may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in section 11.3 of this by-law. The individual shall repay the money if the individual does not fulfill the conditions of section 11.3.

11.5 Insurance

Subject to the *Act*, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to section 11.3 of this by-law against any liability incurred by the individual:

1. In the individual's capacity a director or an officer; or
2. In the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 12 –COMMITTEES OF MEMBERS AND ASSISTANTS

12.1 Composition and Authority

Subject to the *Act*, the board may, from time-to-time, constitute such committees of members or of any class of members, appoint the members of the committees and assistants, as it deems necessary or appropriate for such purposes with such powers as the board shall see fit. The board may require any such committee of members or of any class of members to include and/or be chaired by a director. The board may also authorize that budgets be allotted to such committees in order that they may pursue the statement of purpose of the Corporation.

Subject to the direction of the board, any such committee may formulate its own rules of procedure.

The board may not delegate the exercise of any of powers of the board as a whole to any such committee or assistant.

The board may, from time-to-time, remove or replace any committee member, fill any vacancy on any such committee committees of members or of any class of members, or dissolve or reconstitute any such committee. Similarly, the board may, from time-to-time, replace, remove or reappoint any assistants.

12.2 Appointment and Removal of Committee Chairs and Director Member of Committee

Each committee chair and director member of the committee, if applicable, shall be elected or appointed by the board immediately following the annual meeting of the Corporation and shall hold office until removed, or until that individual's successor is appointed.

The board may remove, whether for cause or without cause, any committee chair or board. Unless so removed, such an individual shall hold office until the earlier of the following:

1. The individual's successor being appointed;
2. The individual's resignation;
3. The individual ceasing to be a director, if a necessary qualification of appointment; or

4. The individual's death.

If any committee chair or applicable director member of the committee shall be or become vacant, the directors may, by resolution, appoint an individual to fill such vacancy.

12.3 General Committee Provisions Apply to Member Committee Meetings

The provisions of sections 10.2 through 10.8 and 10.10 of this by-law apply to meetings of member committees.

12.4 Votes to Govern at Committee Meeting

If more than one representative of the same member sits on a committee, only one of the representatives of that member may vote on any question that comes before the committee. At all meetings of a committee, every question shall be decided by a majority of the votes cast on the question by the individuals eligible to vote.

SECTION 13 – PUBLIC ACCOUNTANT

13.1 Appointment of Public Accountant

The members of the Corporation shall, by ordinary resolution at each annual meeting, appoint a public accountant to hold office until the next following annual meeting. The directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant may be fixed by ordinary resolution of the members, or if not so fixed, shall be fixed by the board.

SECTION 14 – RULES OF ORDER AND POLICIES

14.1 Applicable Rules of Order

The meetings of the board and of the members, and of any committee of any of the foregoing, shall be conducted, subject always to the by-laws, in accordance with the most recent edition of Robert's Rules of Order, unless following such rules of order is, in the discretion of the chair of the meeting, impractical given the requirements of the by-laws.

14.2 Policies

The board may prescribe such policies not inconsistent with the by-laws relating to the management and operation of the Corporation, including the affairs of the Corporation, and other matters provided for in this by-law, as the board may deem expedient.

SECTION 15 – DISPUTE RESOLUTION

15.1 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 the dispute resolution mechanisms provided in section 15.2 of this by-law.

15.2 Dispute Resolution Mechanisms

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:

1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party 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.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. 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.
4. 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 arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrator.
5. Any mediation or arbitration occurring pursuant to the dispute resolution mechanism of this by-law, shall take place in the municipality where the registered office of the Corporation is situated, or as otherwise agreed upon by the parties to the dispute.

SECTION 16 - NOTICES

16.1 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members, required to be given (which term includes sent, delivered or served) pursuant to the *Act*, the articles, the by-laws or otherwise by the Corporation to a member, director, officer or member of a committee of the board or members 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 last notice that was filed by the Corporation in accordance with section 128 (Notice of directors) of the *Act* or section 134 (Notice of change of directors) of the *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 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 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.

16.2 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.

16.3 Waiver of Notice

Any member, director, officer, member of a committee of the board or members or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Attendance of any such person at a meeting of the board, members, or committee of the board or members is waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the board or of a committee of the board or members, which may be given in any manner.

SECTION 17 – SPECIAL RESOLUTIONS

17.1 Special Resolutions

For greater certainty, a special resolution of the members is required to make any amendment to this by-law or to the articles to:

1. change the Corporation's name;
2. change the province in which the Corporation's registered office is situated;
3. add, change or remove any restriction on the activities that the Corporation may carry on;
4. create a new class or group of members;
5. change a condition required for being a member;
6. change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
7. divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
8. add, change or remove a provision respecting the transfer of membership;
9. Subject to section 133 of the *Act*, increase or decrease the number of, or the minimum and maximum number of, directors fixed by the articles;
10. change the statement of purpose of the Corporation;
11. change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
12. change the manner of giving notice to members entitled to vote at a meeting of members;

13. change the method of voting by members not in attendance at a meeting of members; or
14. add, change or remove any other provision that is permitted by the *Act* to be set out in the articles.

SECTION 18 – AMENDMENT OF BY-LAWS

18.1 By-law Amendments

Except in respect of matters referred to in section 197(1) (Amendment of articles or by-laws) of the *Act*, which require a special resolution of members, the board may, by ordinary resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation.

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.

SECTION 19 - BY-LAWS

19.1 Repeal of Past By-laws

All by-laws of the Corporation relating generally to the transaction of the business and affairs of the Corporation, heretofore enacted and now in force are hereby repealed.

19.2 Transitional Provision

No act, thing, document or deed voluntarily done, made or executed or resolution passed, under any by-laws of the Corporation repealed in conjunction with the enactment of this by-law shall be prejudiced, invalidated or rescinded, as the case may be, by the repeal of the said by-laws.

19.3 Invalidity of any By-law Provisions

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