

A by-law relating generally to the conduct of the affairs of  
**Engineers Without Borders (Canada) Organisation**  
**Ingénieurs Sans Frontières (Canada) Organisation**  
(the "Corporation")

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

**SECTION 1**  
**INTERPRETATION**

**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;

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

*"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;

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

**1.2 Interpretation.** In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders.

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

## **SECTION 2 CORPORATE SEAL**

- 2.1 Corporate Seal.** The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **SECTION 3 MEMBERSHIP**

- 3.1 Membership Conditions.** Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals 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. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Additional rights may be conferred upon members by the board as specified in the "Membership Policy."

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-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

- 3.2 Membership Transferability.** Memberships are not transferable and lapse and cease to exist upon death or when the individual ceases to be a member by resignation, or otherwise in accordance with the by-laws of 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-laws.

- 3.3 Membership Dues.** The dues or fees, if any, payable by the members shall be adopted by resolution of the board. This will be recorded in the "Membership Policy."
- 3.4 Membership Renewal.** Membership in the Corporation shall be renewed by resolution of the board or in such other manner as may be determined by the board. This will be recorded in the "Membership Policy."
- 3.5 Termination of Membership.** A membership in the Corporation is terminated when:

- a. the member dies;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with the discipline of members section 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 the Act.

**3.6 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.

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

## **SECTION 4 CHAPTERS**

**4.1 Chapters.** Chapters are functional entities that allow individuals to organize to promote the objectives of the Corporation. Each chapter must follow a set of rules dictating how it will operate and interact in order to represent the Corporation (the "Chapter Operating Rules"). Chapter Operating Rules are established and amended by resolution of the board.

## **SECTION 5 MEETINGS OF MEMBERS**

**5.1 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 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.

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.

- 5.2 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 carrying not less than 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.
- 5.3 Place of Members' Meeting.** Subject to compliance with section 159 (Place of Members' 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.
- 5.4 Persons Entitled to be Present at Members' Meetings.** Anyone is entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.
- 5.5 Persons Entitled to Vote at Members' Meetings.** The final list of members shall be that recorded on the books of the Corporation twenty-one days in advance of any meeting of members.
- 5.6 Chair of Members' Meetings.** In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 5.7 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 five (5) percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 5.8 Votes to Govern at Members' Meetings.** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 5.9 Absentee Voting at Members' Meetings.** Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, 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 or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory
    - 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 before that meeting is called to order or the day of the continuation of that meeting after an adjournment of that meeting before the continuation is called to order;
- c. a proxyholder or an alternate proxyholder 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 proxyholder or an alternate proxyholder 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 proxyholder, 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 proxyholder,
  - 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 proxyholder, if the form of proxy designates a person as proxyholder,
  - 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) 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) only if the form of proxy states, in bold-face type, how the proxyholder 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 Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

**5.10 Participation by Electronic Means at Members' Meetings.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

**5.11 Members' Meeting Held Entirely by Electronic Means.** If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**5.12** Members may submit written proposals no later than two months in advance before meetings of members; where notice of submissions shall be delivered by email to paid members, chapter lists, fellow lists, and applicable alumni lists thirty (30) days, and a reminder notice fourteen (14) days before the deadline. Notice and reminders shall also be posted on EWB internal facebook groups.

EWB shall also adopt "new business" as part of its AGM agenda where members may move to discuss business items from the floor and vote to refer business to one of EWB's board committees for review and study.

## **SECTION 6 SHAREHOLDER PROPOSALS**

**6.1 Proposals Nominating Directors at Annual Members' Meetings.** Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

**6.2 Cost of Publishing Proposals for Annual Members' Meetings.** The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

## **SECTION 7 DIRECTORS**

**7.1 Number of Directors.** The number of directors shall be determined from time to time by ordinary resolution of the board. Such resolution shall respect the minimum

and maximum number of directors provided for in the articles. At least two directors must not be officers or employees of the Corporation or its affiliates.

**7.2 Requirements of Directors.** Directors must be individuals, 18 or more years of age with power under law to contract. Directors must be members of the corporation in good standing.

**7.3 Election of Directors.** Members must be notified of the number of directors that will be elected at each Annual Meeting of the Members. The notice must be given along with the Notice of the Meeting of the Members.

- a. All members seeking election as a Director of the Corporation shall submit a nomination in the form prescribed by the Board of Directors.
- b. Nominations shall include the signatures of ten (10) members of the Corporation in good standing.
- c. Nominations must be received at least sixty (60) days in advance of the meeting of members at which an election is to be held.

**7.4 Role of Nominating Committee.** The Board shall establish a Nominating Committee in accordance with subsection 12.1 having a mandate of:

- a. Periodically reviewing the composition of the Board;
- b. Proposing a list of members from among those nominated that are recommended to be elected; and
- c. Any other duties as determined from time to time by the Board.

**7.5 Term of Office of Directors.** The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. No director shall serve for more than three (3) consecutive terms on the board.

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

## **SECTION 8 MEETINGS OF DIRECTORS**

**8.1 Calling of Meetings of Board of Directors.** Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

**8.2 Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of this by-law to every director of the Corporation not less than 3 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. 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.

**8.3 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.

**8.4 Quorum at Directors' Meetings.** A majority of directors in office, from time to time, shall constitute a quorum for meetings of the board. Any meeting of the board



at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

**8.5 Participation by Electronic Means at Directors' Meetings.** Any meeting of the board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting. The board shall take such reasonable precautions as may be necessary to ensure that such telephone, electronic or other communications facilities are secure from unauthorized interception or monitoring. For the purposes of determining those present and recording votes at such a meeting, the chairperson of the meeting shall require each director participating by such means to identify himself or herself and to acknowledge by voice such director's presence or vote, as the case may be, and the chairperson of the meeting and the Corporation shall be entitled to rely thereon in the absence of evidence to the contrary.

## **SECTION 9 INDEMNITIES**

**9.1 Indemnities.** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

- a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office or in respect of any such liability;
- b. all other costs, charges and expenses which she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her own wilful neglect or default.

## **SECTION 10 OFFICERS**

**10.1 Appointment of Officers.** The officers of the Corporation shall be a chairperson, vice-chair, treasurer and secretary and any such other officers as the board may determine. Any two offices may be held by the same person. Officers must be directors of the Corporation.

Officers of the Corporation shall be appointed by resolution of the board at the first meeting of the board following an annual meeting of members.

The officers of the Corporation shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. Officers shall be subject to removal by resolution of the board at any time.

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

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. 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 11 DUTIES OF OFFICERS**

**11.1 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. Chair of the Board – The chair of the board shall be a director. The chair of the board, shall, when present, 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.
- b. 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 of the board shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. Secretary – The secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. Treasurer – The treasurer shall have such powers and duties as the board may specify.

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.

## **SECTION 12 COMMITTEES**

**12.1 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 13 EXECUTIVE OFFICERS**

**13.1 Chief Executive Officer.** The board shall appoint, and fix the remuneration for, a Chief Executive Officer(s) who shall:

- a. perform those duties imposed on her by the by-laws of the Corporation;
- b. manage the operational, administrative and financial affairs of the Corporation;
- c. report directly to the board;
- d. be responsible for the employment or engagement of any employees or other individuals that are required for the operation and administration of the Corporation.

The Chief Executive Officer shall be entitled to receive board notices, have access to board and committee information, attend and participate at board meetings. The Chief Executive Officer shall not be granted a vote at meetings of the board.

## **SECTION 14 BANKING ARRANGEMENTS AND CONTRACTS**

**14.1 Banking Arrangement and Execution of Documents.** The banking business of Corporation and the binding of any deeds, transfers, assignments, contracts, obligations or other instruments in writing requiring execution by the Corporation shall be undertaken in accordance with a board policy governing financial transactions and executions of instruments (the "Policy of Authorization"). This policy will be reviewed by the board on an annual basis.

**14.2 Borrowing Powers.** The directors of the Corporation may, without authorization of the members,

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

Upon ordinary resolution of the board, borrowing powers may be undertaken by the Corporation in accordance with a board policy governing financial transactions and executions of instruments (the "Policy of Authorization").

## **SECTION 15 FINANCIAL REPORTING**

**15.1 Financial Year.** Unless otherwise ordered by the board, the fiscal year end of the Corporation shall be October 31st.

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

## **SECTION 16 BOOKS AND RECORDS**

**16.1 Records.** The Corporation shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing:

- a. the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
- b. the minutes of meetings of members and any committee of members;
- c. the resolutions of members and any committee of members;
- d. if any debt obligation is issued by the Corporation, a debt obligations register that complies with section 44 of the Act;
- e. a register of directors;
- f. a register of officers; and
- g. a register of members.

**16.2 Registers.** The registers referred to in paragraphs 16.1(a) to (g) shall contain the prescribed information

**16.3 Accounting Records, Minutes and Resolutions.** The Corporation shall prepare and maintain adequate accounting records and records containing minutes of meetings of the directors and any committee of directors as well as resolutions adopted by the directors or any committee of directors.

**16.4 Retention of Records.** Subject to any other Act of Parliament or of the legislature of a province that provides for a longer retention period, the Corporation shall retain the accounting records referred to in subsection 16.3 for the prescribed period.

**16.5 Continuance Under this Act.** For the purposes of paragraph 16.1(b) and (c) and subsection 16.3, where a body corporate is continued under this Act, "records" includes similar records required by law to be maintained by the body corporate before it was so continued.

**16.6 Storage of Records.** The records described in subsection 16.3 shall be kept at the registered office of the Corporation or at any other that the directors think fit.

**16.7 Inspection by Directors.** The records described in subsections 16.1 and 16.3 shall be at all reasonable times be open to inspection by the directors. The Corporation shall, at the request of any director, provide them with any extract of the records free of charge.

**16.8 Accounting Records Kept Outside Canada.** If accounting records of the Corporation are kept outside Canada, accounting records adequate to enable the directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis shall be kept at the registered office or any other place in Canada designated by the directors.

**16.9 Records Kept Outside Canada.** Despite subsections 16.1 and 16.8, but subject to the *Income Tax Act*, the *Excise Tax Act*, the *Customs Act*, and any other Act administered by the Minister of National Revenue, the Corporation may keep all or any of its corporate records and accounting records referred to in subsection 16.1 or 16.3 at a place outside Canada, if:

- a. the records are available for inspection, by means of any technology, during regular office hours at the registered office or any other place in Canada designated by the directors; and
- b. the Corporation provides the technical assistance to facilitate an inspection referred to in paragraph (a).

## **SECTION 17 REGISTERED OFFICE**

**17.1 Registered Office.** The Corporation shall at all times have a registered office in the province in Canada specified in its articles.

**17.2 Province of Registered Office.** A notice of registered office in the prescribed form shall be properly filed in accordance with the Act together with any articles that designate or change the province where the registered office of the Corporation is to be located.

**17.3 Location of Registered Office.** The directors of a Corporation may change the Corporation's registered office to another place within the province specified in the articles, in which case a notice of registered office shall be properly filed in the prescribed form in accordance with the Act.

**17.4 Effective Date of Notice of Registered Office.** A notice of registered office becomes effective when the Director appointed under the Act accepts it.

## **SECTION 18 NOTICE**

**18.1 Method of Giving Any Notice.** Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, 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.

## **SECTION 19 DISPUTE RESOLUTION**

**19.1 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 mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

**19.2 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.

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 20 INVALIDITY, OMISSIONS AND ERRORS**

**20.1 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.

**20.2 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.

## **SECTION 21 ENACTMENT AND AMENDMENT OF BY-LAWS**

**21.1 By-laws and Effective Date.** 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. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

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