

**Canadian Home and School Federation**  
**La Fédération canadienne foyer-école**  
(the "Corporation")

**Table of Contents**

<b>SECTION 1 GENERAL</b>	<b>3</b>
<hr/>	
1.01 DEFINITIONS	3
1.02 INTERPRETATION	4
1.03 HEADINGS AND TABLE OF CONTENTS	4
1.04 INVALIDITY OF ANY PROVISIONS OF THIS BYLAW	4
1.05 EXECUTION OF DOCUMENTS	4
1.06 FINANCIAL YEAR END	4
1.07 BANKING ARRANGEMENTS	4
1.08 ANNUAL FINANCIAL STATEMENTS	5
<b>SECTION 2 MEMBERSHIP</b>	<b>5</b>
<hr/>	
2.01 MEMBERSHIP CONDITIONS	5
2.02 MEMBERSHIP DUES	6
2.03 TERMINATION OF MEMBERSHIP	6
2.04 DISCIPLINE OF MEMBERS	6
<b>SECTION 3 FUNDAMENTAL CHANGES</b>	<b>7</b>
<hr/>	
3.01 AMENDMENTS TO THE ARTICLES OR BYLAWS	7
3.02 VOTING RIGHTS OF NON-VOTING MEMBERS	7
<b>SECTION 4 MEETINGS OF MEMBERS</b>	<b>8</b>
<hr/>	
4.01 NOMINATING EXECUTIVE OFFICERS AT ANNUAL MEMBERS' MEETINGS	8
4.02 PLACE OF MEMBERS' MEETING	8
4.03 MEMBERS CALLING A MEMBERS' MEETING	8
4.04 PERSONS ENTITLED TO BE PRESENT	8
4.05 NOTICE OF MEETING OF MEMBERS	8
4.06 CHAIR OF THE MEETING	9
4.07 QUORUM	9
4.08 VOTES TO GOVERN	9
4.09 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS	9
4.10 MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS	9
4.11 ABSENTEE VOTING AT MEMBERS' MEETINGS	9

**SECTION 5 DIRECTORS** **10**

---

5.01	NUMBER OF DIRECTORS	10
5.02	ELECTION OF DIRECTORS	10
5.03	BORROWING POWERS	10
5.04	REMOVAL OF A DIRECTOR	10

**SECTION 6 MEETINGS OF DIRECTORS** **11**

---

6.01	CALLING OF MEETINGS	11
6.02	NOTICE OF MEETING	11
6.03	REGULAR MEETINGS	11
6.04	QUORUM	11
6.05	VOTES TO GOVERN	11
6.06	COMMITTEES	12

**SECTION 7 EXECUTIVE OFFICERS** **12**

---

7.01	DESCRIPTION OF EXECUTIVE OFFICES	12
7.02	ELIGIBILITY	13
7.03	ELECTION AND TERM	13
7.04	VACANCY IN OFFICE	13
7.05	REMOVAL OF AN EXECUTIVE OFFICER	14

**SECTION 8 NOTICES** **14**

---

8.01	METHOD OF GIVING NOTICES	14
8.02	OMISSIONS AND ERRORS	15

**SECTION 9 DISPUTE RESOLUTIONS** **15**

---

9.01	MEDIATION AND ARBITRATION	15
9.02	DISPUTE RESOLUTION MECHANISM	15

**SECTION 10 EFFECTIVE DATE** **16**

---

10.01	EFFECTIVE DATE	16
-------	----------------	----

## **Bylaw No. 1**

### **A bylaw relating generally to the conduct of the affairs of Canadian Home and School Federation La Fédération canadienne foyer-école (the "Corporation")**

**BE IT ENACTED** as a bylaw of the Corporation as follows:

#### **SECTION 1 General**

##### **1.01 Definitions**

In this bylaw and all other bylaws 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;

"annual meeting of members" means a meeting of the members which is required to be held each year to consider financial statements and the public accountant's report, elect executive officers, ratify slate of directors and appoint the public accountant;

"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;

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

"director" means a person elected, appointed or delegated by a member to be their representative on the board; Executive officers are also considered directors;

"executive officer" means a person who is elected or appointed to the position of President, Vice-President(s), Secretary/Treasurer and will also include the Past President;

"member" means a provincial or territorial parent organization promoting excellence in public education as well as the social well being of children and youth;

"membership year" means September 1 to August 31.

"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 giving notice of any matter that the member proposes to raise at the meeting including nominations of executive officers

"public school" or "public education" means publicly funded schools;

"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.

## **1.02 Interpretation**

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

## **1.03 Headings and Table of Contents**

The headings and table of contents in this bylaw are inserted for convenience of reference only and shall not affect the construction or interpretation of this bylaw.

## **1.04 Invalidity of Any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

## **1.05 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

## **1.06 Financial Year End**

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

## **1.07 Banking Arrangements**

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

## **1.08 Annual Financial Statements**

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**

### **2.01 Membership Conditions**

Subject to the articles, there shall be three classes of members in the Corporation, namely, regular members, associate members and life members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. The following conditions of membership shall apply:

#### 1. Regular Members

- a. Regular voting membership shall be available to provincial or territorial associations promoting excellence in public education as well as the social well being of children and youth who have applied and have been accepted for regular voting membership in the Corporation.
- b. The term of membership of a regular voting member shall be renewed annually in accordance with the policies of the Corporation.
- c. As set out in the articles, each regular voting member is entitled to receive notice of, attend and vote at all members meetings. Each regular voting member is entitled to designate one (1) individual who shall be entitled to cast the vote of the member at any and all members meetings and each such designate shall be entitled to one (1) vote at such meeting or meetings. The voting designate need not be the same individual that is designated to be the representative of the member on the board

#### 2. Life Members

- a. Life memberships are non-voting.
- b. Life membership shall be available to an individual whose service to the Corporation warrants recognition, is recommended for life membership by a member in good standing, and is approved by the board and ratified at the annual general meeting.
- c. The term of membership of a life member shall be until the death of the individual.
- d. As set out in the articles, each life member is entitled to receive notice of and attend all meetings of members. Each such life member shall not be entitled to vote at such meetings.

### 3. Associate Members

- a. Associate memberships shall be non-voting.
- b. Associate memberships shall be available to any education partner and organizations who have applied and have been accepted for associate membership in the Corporation.
- c. The term of membership of an associate member shall be renewed annually in accordance with the policies of the Corporation.
- d. Subject to the Act and the articles, an associate member shall not be entitled to receive notice of and attend meetings of the members of the Corporation.  
Associate members shall not be entitled to vote at such meetings.

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

#### **2.02 Membership dues**

Membership dues are payable in the Corporations' membership year. There is no pro-ration of the membership due in respect to membership for part of the year.

#### **2.03 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member resigns or is dissolved;
- b. a member is expelled or their membership is otherwise terminated in accordance with the articles or bylaws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated or dissolved under the Act.

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

#### **2.04 Discipline of Members**

The board shall have authority to suspend or expel any member from the Corporation by a majority of not less than two-thirds of the votes cast at a board meeting attended by not less than 80% of the board for any one or more of the following grounds:

- a. violating any provision of the articles, bylaws, 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 executive 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 appeal by making a written submission 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 3 Fundamental Changes**

### **3.01 Amendments to the Articles or Bylaws**

Pursuant to section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or the bylaws to:

- a. change the Corporation's name;
- b. change the province in which the Corporation's registered office is situated;
- c. add, change or remove any restriction on the activities that the Corporation may carry on;
- d. create a new class or group of members;
- e. change a condition required for being a member;
- f. 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;
- g. 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;
- h. add, change or remove a provision respecting the transfer of a membership;
- i. subject to section 133 of the Act, increase or decrease the number of directors or the minimum or maximum number of directors fixed by the articles;
- j. change the statement of the purpose of the Corporation;
- k. change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l. change the manner of giving notice to members entitled to vote at a meeting of members;
- m. change the method of voting by members not in attendance at a meeting of members; or
- n. add, change or remove any other provision that is permitted by the Act to be set out in the articles.

### **3.02 Voting Rights of Non-Voting Members**

Pursuant to section 199(1) of the Act, if an amendment specified in Section 2 of this bylaw is proposed, then each class of members, whether or not such class otherwise carries a right to vote, is entitled to vote, as a class, on such proposed amendment, if the amendment would:

- a. effect an exchange, reclassification or cancellation of all or part of the memberships of the class;
- b. add, change or remove the rights or conditions attached to the memberships of the class, including:
  - i. to reduce or remove a liquidation preference, or
  - ii. to add, remove or change prejudicially voting or transfer rights of the class;
- c. increase the rights of any other class of members having rights equal or superior to those of the class;
- d. increase the rights of a class of members having rights inferior to those of the class to make them equal or superior to those of the class;
- e. create a new class of members having rights equal or superior to those of the class; or
- f. effect an exchange or create a right of exchange of all or part of the memberships of another class into the memberships of the class, provided that with respect to sections (a) and (e) immediately above, the articles may specify that members of non-voting classes shall not have a right to vote separately as a class.

## **SECTION 4**

### **Meetings of Members**

#### **4.01 Nominating Executive Officers at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of executive officers if the proposal is signed by two (2) members entitled to vote at the meeting at which the proposal is to be presented.

#### **4.02 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 members or, if all of the members entitled to vote at such meeting so agree, outside Canada.

#### **4.03 Members Calling a Members' Meeting**

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of at least two (2) regular members. 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.

#### **4.04 Persons Entitled To Be Present**

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the executive officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the board or by resolution of the members.

#### **4.05 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:



- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, 60 days before the day on which the meeting is to be held; or
- b. by telephone, electronic or other communication facility to each member entitled to vote at the meeting, 60 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.06 Chair of the Meeting**

In the event that there is no executive officer present within fifteen (15) minutes of meeting commencement the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

#### **4.07 Quorum**

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority 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. If at any time during the meeting there ceases to be quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

#### **4.08 Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws 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 question will be defeated.

#### **4.09 Participation by Electronic Means at Members' Meetings**

Participation at meetings of members may be by telephonic, electronic or other communication facility.

#### **4.10 Members' Meeting Held Entirely by Electronic Means**

If the board calls a meeting of members pursuant to the Act, the board 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.

#### **4.11 Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote 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) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **SECTION 5**

### **Directors**

#### **5.01 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. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

#### **5.02 Election of Directors**

Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.

#### **5.03 Borrowing Powers**

If authorized by a bylaw which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- a. borrow money on the credit of the corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such bylaw may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the bylaw.

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.

#### **5.04 Removal of a Director**

A director may be removed:

- a. if requested by the member who elected, appointed or delegated the director in question
- b. if found to be incapable of managing his or her own affairs by reason of mental infirmity;
- c. if convicted of a criminal offence or other serious offence;

- d. for failure to observe the Constitution and Bylaws, Purposes, or Policies of the Federation; or
- e. if at a special meeting of members, a removal resolution is passed by the majority of the members present.

The decision to terminate the director for reasons set out in Section 5.03 shall be decided at a meeting attended by not less than eighty percent (80%) of the members, excluding the director in question. The member whose elected, appointed or delegated director is the one being considered for removal may send a representative to the meeting.

## **SECTION 6**

### **Meetings of Directors**

#### **6.01 Calling of Meetings**

Meetings of the board may be called by the president of the board, vice-president(s) of the board or any two (2) directors at any time.

#### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this bylaw to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### **6.03 Regular Meetings**

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) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

#### **6.04 Quorum**

The quorum for board meetings shall be a majority of the board.

#### **6.05 Votes to Govern**

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 question is defeated.

## **6.06 Committees**

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

## **SECTION 7 Executive Officers**

### **7.01 Description of Executive 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 shall have the following duties and powers associated with their positions:

The President shall:

- a. be the Chief Executive Officer of the Corporation;
- b. preside over all meetings of the board of directors and all meetings of the members;
- c. manage the affairs of the Corporation;
- d. see that all orders and resolutions of the board and members are carried into effect;
- e. speak on behalf of the Corporation; and
- f. represent or delegate representation of the Corporation to meetings of other organizations.

The Vice President(s) who:

- a. in the absence or disability of the President, one of the Vice Presidents shall be appointed by the board to perform the duties and exercise the powers of the President; and
- b. shall perform such other duties as shall from time to time be required by the board of directors or the President.

The Secretary/Treasurer shall:

- a. have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all moneys, securities and other valuable effects in the name and to credit of the Corporation in such chartered bank, or in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time.
- b. disburse the funds of the Corporation as may be directed by the proper authority, taking proper vouchers for such disbursements, and shall render quarterly a financial update of the Corporation;
- c. have the custody of all books, papers, records, documents and other instruments belonging to the Corporation;
- d. enter or cause to be entered in the Corporation's minute book, minutes of all meetings of the Corporation
- e. give or cause to be given notices to members, directors, the public accountant, committee members; and

- f. perform such other duties as may from time to time be directed by the board of directors.

The Immediate Past President shall:

- a. provide advice and support;
- b. provide information about resources, contacts, and other essential information;
- c. shall oversee nominations and elections; and
- d. in the event of a vacancy of the position of the Immediate Past President, the board shall appoint the duties to a designate.

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

## **7.02 Eligibility**

Nomination requirements are as follows:

- a. only persons nominated by a regular member shall be eligible to be elected pursuant to section 4.01 and the nomination form shall be signed by two (2) regular members in good standing one of whom is the nominating member;
- b. the person nominated to be an executive officer must be chosen from present or past board members or present or past executive members of a regular member;
- c. must be a member in good standing; and
- d. current directors are eligible for nomination while remaining on the board and carrying out their assigned duties.

## **7.03 Election and Term**

Members shall elect the executive officers to hold office for a term expiring not later than the close of the second annual meeting following the election. An executive officer may hold their respective position for no more than two (2) consecutive terms.

## **7.04 Vacancy in office**

An executive officer shall hold office until the earlier of:

- a. the executive officer's successor being appointed,
- b. the executive officer's resignation,
- c. such executive officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such executive officer's death.

If the office of any executive officer of the Corporation shall be or become vacant, the board may, by ordinary resolution, appoint a person to fill such vacancy until the following annual meeting of members.

## **7.05 Removal of an Executive Officer**

An executive officer may be removed:

- a. if absent from two (2) consecutive executive meetings without notification to the President;
- b. if found to be incapable of managing his or her own affairs by reason of mental infirmity;
- c. if convicted of a criminal offence or other serious offence;
- d. for failure to observe the Constitution and Bylaws, Purposes, or Policies of the Federation; or
- e. if at a special meeting of members, a removal resolution is passed by the majority of the members present.

The decision to terminate the executive officer for reasons set out in Section 7.03 a. shall be decided at a meeting attended by not less than eighty percent (80%) of the board, excluding the executive officer in question.

## **SECTION 8 Notices**

### **8.01 Method of Giving notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the bylaws 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); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephone, 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/treasurer 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/treasurer to be reliable. The declaration by the secretary/treasurer that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other

document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **8.02 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 bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

# **SECTION 9 Dispute Resolutions**

## **9.01 Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.02 of this bylaw.

## **9.02 Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or bylaws, 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, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**SECTION 10**  
**Effective Date**

**10.01 Effective Date**

Subject to matters requiring a special resolution of the members, this bylaw shall be effective when made by the board.

CERTIFIED to be Bylaw No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 6th day of October, 2014 and confirmed by the members of the Corporation by special resolution on the 7<sup>th</sup> day of October, 2014.

Dated as of the \_\_\_\_ day of \_\_\_\_\_, 2014.

---

**[AUTHORIZED SIGNING OFFICER]**

---

**[AUTHORIZED SIGNING OFFICER]**