

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of
Canadian Risk and Hazards Network - Réseau canadien d'étude des risques et dangers
(the "Corporation")

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

SECTION 1 — GENERAL

1.1 Definitions

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

- (a) "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;
- (b) "AGM" means Annual General Meeting;
- (c) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (d) "Board" means the board of directors of the Corporation;
- (e) "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;
- (f) "Director" means a member of the Board;
- (g) "Executive Director" means the individual who, in a paid or voluntary capacity, is charged by the Board to handle the day-to-day administration of the Corporation;
- (h) "Hazard" means "persons, things, events, or ideas which pose some degree of danger to what one considers as an asset worth protecting";
- (i) "may" means "could choose to do so", and is in accordance with the legal definition of the word;
- (j) "member" or "members" includes all Individual Members who have the right to vote individuals, organizations, corporations, agencies, departments, associations, or academic institutions that have been accepted for membership in accordance with Section 2 hereof;
- (k) "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;

- (l) “ordinary resolution” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;
- (m) “proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- (n) “Quorum” means the specified minimum number of participants at the Corporation’s meetings;
- (o) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;
- (p) “Risk” means the expected degree and nature of “loss”, based on a relationship between the probability of an event (how likely) and its consequences (how bad);
- (q) “special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (r) “shall” means “must”, or “obliged to”, and is in accordance with the legal definition of the word; and
- (s) “Special Meeting” or “SM” means a meeting of members of the Corporation that is duly-called to address a single and specific agenda item.

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, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

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 shall be its custodian.

1.4 Logo

The Corporation has complete and exclusive legal rights to its logo. This logo is protected under copyright law and its unauthorized use is strictly prohibited. It cannot be used without written consent of the Board.

SECTION 2 — Membership

2.1 Membership Conditions

Subject to the articles, there shall be only one class of members of the Corporation, ~~namely, Individual Members~~. Members may also be admitted in such other manner as may be prescribed by the Board by ordinary resolution. The following conditions of membership and association shall apply:

- (a) ~~Individual Members~~

~~(i) Individual~~ Membership shall be available only to an individual, organization, corporation, agency, department, association, or academic institution that supports the objectives of the Corporation, who applied and has been accepted for ~~Individual~~ Membership in the Corporation.

~~(b) (ii) Individual~~ Membership is non-transferable.

~~(c) (iii)~~ Anyone wishing ~~Individual~~ Membership shall apply to the Board, which shall review all applications. The Board may, by ordinary resolution, approve or refuse the admission of an ~~Individual~~ Member, and shall notify the applicant of the Board's decision within one week after the Board's next meeting.

~~(d) (iv) Individual~~ Membership shall not terminate, except in accordance with these by-laws.

~~(e) (v)~~ As set out in the articles, each ~~Individual Member member~~ is entitled to receive notice of, attend and vote at all meetings of members and each such ~~Individual Member member~~ shall be entitled to one (1) vote at such meetings.

2.2 Withdrawing Membership

Any member may withdraw from the Corporation by delivering to the Corporation a written resignation by providing a copy to the Executive Director.

2.3 Membership Fees

Membership fees or dues payable by ~~Individual M~~members shall be fixed by the Board. ~~Honorary Directors shall not be required to pay any membership fees.~~ The Board may, in its discretion, waive all or a portion of membership fees for any members who are students.

2.4 Amending Membership Rights

Pursuant to subsection 197(1) (Fundamental Changes) 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) of the Act.

SECTION 3 — MEMBERSHIP FEES, TERMINATION AND DISCIPLINE

3.1 Membership Fees

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the fee due date, the members in default shall automatically cease to be members of the Corporation.

3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is an organization, corporation, agency, department, association, or academic institution, the member is dissolved;
- (b) a member fails to pay membership fees as required and membership ceases in accordance with Section 3.1 of these by-laws;
- (c) the member resigns by delivering a written resignation to the Executive Director in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member is expelled in accordance with Section 3.3 below; or
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.⁶

3.3 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, by majority decision, that a member should be expelled or suspended from membership in the Corporation, the Vice-President, or such other officer as may be designated by the Board, shall provide notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member has a right to appeal the decision, but such notice of appeal must occur within twenty (20) days of such suspension or expulsion. The hearing for the appeal shall be held by the Vice-President and a minimum of two other Directors. The decision of this panel of appeal shall be final and binding on the member, without any further right of appeal.

SECTION 4 — MEETINGS OF MEMBERS

4.1 Annual General Meeting (AGM)

- (a) The Corporation shall hold an AGM each year, before the end of the calendar year, at a place and date to be determined by the Board.
- (b) The order of business at each AGM shall include Operational report, Financial report/review, by-law changes (if any), appointment of a public accountant (as appropriate), and election of directors.

(c) Changes to the Agenda that would introduce new business of which no notice was given in writing to the membership at large shall not be made. Administrative changes to the Agenda may be made, but must be approved by special resolution of the members.

4.2 Special Meeting (SM)

(a) A Special Meeting must occur if requested by five (5%) percent of the voting members, or by ordinary resolution of the Board.

(b) The Board shall set the means and day of the meeting to be held.

(c) The date of such meeting shall be within one month of the members providing the request to the Board or the date of the Board's resolution, with such date chosen to maximize attendance, minimize costs, and address the agenda.

(d) The Board shall include the reason or subject matter to be dealt with at the SM in the notice of the meeting.

(e) The SM shall not address any additional matters of business addressed other than that noted in the notice.

4.3 Member Meetings in Person

Participation at AGMs and SMs shall be in person; phone or electronic means are not permitted.

4.4 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 15% of the members entitled to vote at the meeting, or a minimum of ten members excluding any members that are Directors. If a quorum is not met at a duly-called AGM, where notice was given as per these by-laws, the meeting will be adjourned for 30 minutes. It will reconvene after this delay and those in attendance at that time will constitute quorum. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.5 Notice of Meeting of Members

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

(a) Notice sent by mail, courier or personal delivery, between 21 and 60 days before the meeting;

(b) Notice communicated by telephone or other electronic communication means, between 21 and 35 days before the meeting;

(c) Notice communicated via a publication:

- (i) At least once a week for three weeks prior to the meeting if using a newspaper; or
- (ii) Between 21 and 60 days if using a publication of the Corporation that is distributed to members; or

(d) Notice affixed to a notice board not less than 30 days before the meeting.

Pursuant to subsection 197(1) (Fundamental Changes) 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.

4.6 Voting

The following provisions apply to the voting of members:

(a) Votes are cast by the attending members. Voting by proxy is not permitted.

(b) The Board may, at its discretion and for specific purposes, allow voting by mailed-in ballot if the Corporation has a system that:

(i) enables the votes to be gathered in a manner that permits their subsequent verification, and

(ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

4.7 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation 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.

4.8 Chair of the Meeting

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 a member to chair the meeting.

4.9 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 — DIRECTORS

5.1 Composition of the Board

The Board shall be composed of between five and ten directors one of whom will be the Chair.

5.2 Election and Term

Subject to the articles, the members will elect the directors at each AGM at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the second AGM following the election.

5.3 Minimum of Two Independent Directors

The Board must always include at least two directors that are neither officers nor employees of the Corporation or its affiliates.

5.4 Elections for Board

Election of the Board shall be guided by the following:

- (a) Any member in good standing may offer his or her name for election to a position which is currently vacant or where the term-in-office of its incumbent is at an end.
- (b) Candidates seeking to be elected (or re-elected) to the Board may write a letter or an e-mail to the Board, through its President or Executive Director, stating their intention and the position(s) they wish to be considered for. Such letter should be received prior to the AGM.
- (c) Nominations at an AGM for Board positions may be accepted from the floor. The individual nominated shall be available to confirm his or her acceptance of that nomination.
- (d) In any contested election, voting shall be conducted by secret ballot.
- (e) If no person receives a simple majority of the valid votes cast, a second ballot shall be held from which the name of the person receiving the lowest number of votes in the previous ballot shall be omitted. This process shall be repeated as necessary, with the candidate receiving the lowest number of votes in any ballot being omitted from the next ballot, but when two or more candidates have the lowest number of votes, there shall be another ballot, to determine which of those candidates with the lowest number of votes shall be removed from the ballot.

5.5 Directors May Appoint Directors

The Board may appoint directors to fill any vacancies arising by the members failing to elect the number of Directors or by a Director ceasing to hold office prior to the expiry of the Director's term, to hold office until the next AGM. No more than one-third of the total number of directors can be appointed by the Board.

5.6 Ceasing to Be a Director

A Director shall cease to be a Director upon expiry of the Director's term, or upon the Director:

- (a) passing away;
- (b) becoming mentally incapacitated;
- (c) resigning by providing written notice to the Executive Director;
- (d) ceasing to be a member of the Corporation;
- (e) being removed by ordinary resolution of the members.

SECTION 6 — MEETINGS OF DIRECTORS

6.1 Calling of Meetings

Meetings of the Board may be called by any member of the Executive Committee.

6.2 Regular Meetings

Regular Board meetings shall be held at approximately once per month, a minimum of ten times a year, unless it is decided by a majority vote of the Board that a monthly meeting is not necessary. If all the Directors consent, Directors may participate in a meeting by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. Regular Board meetings will generally be conducted by telephone or video-conference, unless otherwise determined.

6.3 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given by e-mail, by phone, or in person (at the previous meeting) to every director of the Corporation not less than 21 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.

6.4 Quorum

Quorum at Board meetings shall consist of 1 Executive Committee member and 5 other Directors.

6.5 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 chair of the meeting shall have a casting vote.

6.6 Voting at Board Meetings

Only Directors may vote at Board meetings, and each Director shall have one vote. Any person may be invited to attend Board meetings, and may have an opportunity to voice concerns, but shall not have a right to vote.

SECTION 7 — COMMITTEES

7.1 Creating Committees

The Board shall have a number of standing sub-committees, and may establish additional *ad hoc* committees as necessary, with the President serving as honorary member of all committees. The Board may appoint committees whose members will hold their offices at the will of the Board, and with such duties as determined by the Board, subject to the restrictions of Section 138(2) of the Act.

The Board's main standing sub-committees include:

(a) The Executive Committee

- (i) is the primary committee overlooking the Corporation's strategic operations.

- (ii) shall include the President (Chair), Vice President, Secretary, Treasurer, and (where applicable) the Executive Director.
- (iii) Quorum for a meeting of the Executive Committee is three members of the Executive Committee.
- (iv) may include anyone else required to shed light on its deliberations.
- (v) shall meet, in person or by telecommunications at the request of any of its members and with agreement of the President, to address issues of great urgency, when feedback from the whole Board is difficult or impractical to secure.
- (vi) shall report via e-mail to the whole Board within 48 hours, of its deliberation and actions taken.

(b) The Finance Committee

- (i) is responsible to the Board through the Executive Committee and is focused on financial matters of the Corporation.
- (ii) shall include the President, Treasurer (Chair), any two Directors, and Executive Director. Quorum is the President or Treasurer and two of the remaining positions.
- (iii) may include anyone else required to its deliberations.
- (iv) shall meet in person or by telecommunications at the request of any executive committee member and with agreement of a member of the Executive, to address issues of great urgency, when feedback from the whole Board is difficult or impractical to secure.
- (v) is empowered to make financial decisions and take *urgent* action on any matter as authorized by the Board, on behalf of the Board, but must report same to the Board within two weeks.

7.2 Committee Meetings

Committee meetings may be held at the discretion of the committee Chair or members. Notice shall be given to committee members by e-mail or phone. Notice shall be provided at least seven days prior to the meeting, unless otherwise agreed by all of the committee members.

7.3 Voting at Committee Meetings

Only members of the committee may vote at a committee meeting, and each committee member shall have one vote. Any person may be invited to attend committee meetings, and may have an opportunity to voice concerns, but do not have a right to vote.

SECTION 8 — OFFICERS

8.1 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.

The Board, subject to the Act, may modify, restrict or supplement such duties and powers of the offices of the Corporation. Unless otherwise specified by the Board, officers shall have the following duties and powers associated with their positions.

(a) President (or Co-president)

The Board may opt, based on availability or desire of individuals, to appoint one individual as President, or two individuals to serve as Co-presidents. The President is responsible for the general management, overall well-being, and development of the Corporation. The President duties shall include:

- (i) Preside at all meetings of the Board and of the members;
- (ii) Serve on the Finance Committee;
- (iii) Act as (or appoint) an official spokesperson for the Corporation;
- (iv) Act as (or appoint) the representative of the Corporation in external organizations; and
- (v) Act as a signing authority for the Corporation.

(b) Past President

The Past President is the immediate outgoing President of the Corporation, and shall serve for a maximum of two years as consultant to the Board.

(c) Vice President

The Vice President shall work closely with the President to ensure that the by-laws and related policies/procedure are followed, assist the President in performing his or her duties, and act in the absence of the President. The Vice President's other duties include:

- (i) If the President is absent or is unable or refuses to act, the Vice President 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.
- (ii) Investigate, monitor, document, or otherwise respond to program-related complaints, concerns, or issues related to Corporation that are brought to the attention of the Board;
- (iii) Chair or appoint a chair for all Member Disciplinary Hearings;
- (iv) Maintain, revise, or update assigned Corporate manuals and key documents (e.g. Bylaws, Policy and Procedure, information booklets, etc.); and
- (v) Act as a signing authority for the Corporation.

(d) Secretary

The Secretary shall work closely with the President to ensure the proper management and maintenance of the Corporation's key documents. The Secretary's main duties include:

- (i) Plan for Board meetings and meetings of members;
- (ii) Record and administer the documents related to Board meetings and meetings of members;
- (iii) Be custodian of the Corporate Seal;
- (iv) Store and manage the Corporation's key files; and
- (v) Guide the Board on procedural, systemic, or broad administrative practices.

(e) Treasurer

The Treasurer is responsible for the finances and financial well-being of the Corporation. The Treasurer's other duties shall include:

- (i) Keep or oversee financial records, as appropriate.
- (ii) Give regular reports to the Board and the Membership on the financial state of the Corporation.
- (iii) Chair the Corporation's Finance Committee.
- (iv) Act as a signing authority for the Corporation.
- (v) Be responsible for the preparation of the annual budget and financial statements of the Corporation.

(f) Executive Director (Staff position)

The Executive Director (ED) shall report to the Board through its President, and may be a paid position. The ED shall be responsible for the general administration of the Corporation's "office", supervision of contracted staff (as appropriate), and support to the Board and its Committees. Additional duties include:

- (i) Receive, review, handle, manage or distribute all Corporate-related correspondence, documentation or records, as appropriate.
- (ii) Keep or cause to be kept records of all members and their address, provide notices, and collect or receive monies for deposit as appropriate.
- (iii) Prepare and present the Corporation's office and administration budget, for approval.

(g) Honorary Director

The Board may appoint persons who have provided exemplary or outstanding service to the Corporation or in support of its objectives, to act as "Honorary Director", to advise the Board as required or requested. An Honorary Director shall have no voting rights, but may participate in any Board meeting or meeting of the members. An Honorary Director is appointed for a one year term, which may be renewable without limit. Ideally, nominations for Honorary Director should be made 21 days prior to any AGM. Nominees must be approved by a special resolution as the AGM.

(h) Other Officers

The Board may appoint officers with specific portfolios. The following list may be altered as necessary and includes, but is not limited to, the following portfolios:

- (i) Membership Director – to promote, facilitate, coordinate, and keep record of members.
- (ii) Website Director – To monitor, assist or guide the development, maintenance, or enhancement of the Corporation's website and its related programs.
- (iii) Director at Large – To assist or lead the Board's directed operations, initiatives, or programs.

8.2 Elections of Officers to Alternate Years

Officers are elected to their post on an alternate schedule. The President and Secretary are elected on even-number years, while Vice-president and Treasurer are elected on odd-number years. In the case of Co-presidency, the Board would initially elect one Co-president for a one-year term and the other for a two-year term.

8.3 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. If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

SECTION 9 — Financial Records and Audits

9.1 Fiscal Year

The fiscal year of Corporation shall be April 1 of any year to March 31 of the following year.

9.2 Maintain Financial Records

The Corporation shall maintain financial records in accordance with expected accounting practices and related regulations. These records will be maintained by the Executive Director and monitored by the Treasurer (or a designated member of the Finance Committee).

9.3 Third Party Review of Finances

At least once each year, the voting members shall engage a public accountant to review the Corporation's financial records and statements. The services required from the public accountant shall be dependent upon the amount of funds received by the Corporation from public and government, and shall be engaged as follows:

- (a) If gross annual revenues are less than \$250,000, then the public accountant shall perform, minimally, a review of the financial records and statements; or
- (b) If gross annual revenues are more than \$250,000, then the public accountant shall perform an audit.

9.4 Accounting Provided to the Board

A complete and proper statement of the standing of the books of the previous year shall be submitted and reported by the Treasurer at the first available AGM. If there is no acting Treasurer, then such statement shall be submitted and reported on by a member of the Executive Committee.

9.5 File Corporate Finances

The Board shall file the financial statements with Corporations Canada annually.

9.6 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.

9.7 Transparency of Financial Records

The Corporation's financial records may be inspected by any current member at any time upon giving reasonable notice, during usual business hours. Review of the records shall take place at the Corporation's office and in the presence of a Board member. Such records shall not be removed.

9.8 Execution of Documents

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

9.9 Signing Authority

Signing authority is restricted to the President, Vice-President, Treasurer, the Executive Director, and any such person assigned by the Board, the following provisions adhered to:

- (a) All expenditures shall be duly documented.
- (b) Two signatures shall be required for all cheques.
- (c) Expenditures over \$1,000.00 not included in an approved budget must be approved by the Board.

9.10 Borrowing Authority

Where appropriate, and only for the purposes of carrying out its objectives, the Corporation may borrow, raise, or secure funds as appropriate. This power shall only be exercised following a special resolution of the Board.

9.11 Paid Employees

The following provision shall apply to the Corporation's paid employees:

- (a) All employees of the Corporation shall be hired by the Executive Committee.
- (b) Performance appraisals of the Executive Director (if paid versus contracted) shall be conducted annually by the Executive Committee.
- (c) Performance appraisals of all other employees shall be conducted by the Executive Director annually and submitted to the Executive Committee for review and approval.

9.12 Remuneration and Reimbursement

Unless authorized by the Finance Committee, no officer or member shall receive any reimbursement for his or her expenses or remuneration for their efforts. Board members may receive reimbursement for expenses, upon presentation of signed receipts, incurred as a result of performing the Corporation's objectives and with pre-authorization of two signing authorities on the Board.

SECTION 10 — DISPUTE RESOLUTION

10.1 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 these by-laws.

10.2 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.

(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 11 — OTHER PROVISIONS

11.1 Parliamentary Authority

The rules contained in “Robert’s Rules of Order”, in its most current edition, will govern the proceedings at all meetings and in all cases where they are applicable, provided that they are not inconsistent with these by-laws or the requirements of the Act.

11.2 Affiliations and Associations

The Board may enter the Corporation into an affiliation or association with any other association, network or professional body (in Canada or internationally), provided all issues, practices and policies of that entity are not in conflict with the objectives, goals, mandate, policies, or procedures of the Corporation. An “Associate” title shall be available to a representative of another organization or association with similar values as the Corporation, with the aim of fostering linkages, information sharing and collaboration between the Corporation and other organizations.

11.3 Conflict of Interest

(a) Any member or employee of the Board shall disclose immediately, through any member of the Executive Committee, any situation of conflict of interest, whereby the individual may be gaining (or be seen to be gaining) direct personal or monetary advantage not available to others.

(b) Individuals deemed to be in a conflict of interest situation shall withdraw from entering into the discussion or voting on the matter in question. As well, such individual is not counted as part of the quorum requirement.

(c) Persons determined by the voting members to be in a conflict of interest position shall not be allowed to run for a position on the Board.

(d) In addition to the above, any director or officer that has an interest in a material contract or material transaction, whether made or proposed, with the Corporation, and (i) is a party to the contract or transaction; (ii) is a director or an officer, or an individual acting in a similar capacity, of a party to the

contract or transaction; or (iii) has a material interest in a party to the contract or transaction, must comply with the restrictions and requirements of Section 141 of the Act.

11.4 Indemnity of Board and Officers

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

(a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

11.5 Review and Changes to By-Laws

(a) These by-laws may be cancelled, altered or added to by Special Resolution at any AGM or SM.

(b) If by-law amendments are to be addressed at the AGM or SM, then the notice must include the matter as an issue to be addressed. In addition, the notice must include a copy of the by-law amendments that will be considered.

11.6 Severability of By-laws

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.

11.7 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.

11.8 Dissolution

Upon dissolution of the Corporation, all of the Corporation's remaining assets after payment of liabilities shall be distributed to a Canadian non-profit organization with a similar mission and objectives to the Corporation, as approved by the Board.

SECTION 12 — EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the ___ day of September, 2013 and confirmed by the members of the Corporation by special resolution on the ___ day of November, 2013.

Dated as of the ___ day of November, 2013.

Ron Kuban, Co-President

Ernest MacGillivray, Co-President