

**Canadian Federation of Library Associations /  
Fédération canadienne des associations de bibliothèques**

**BY-LAW NO. 1**

**PERLEY-ROBERTSON, HILL & McDOUGALL LLP**

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340 Albert Street, Suite 1400, Ottawa, Ontario, K1R 0A5

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## BY-LAW NO. 1

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

### **Canadian Federation of Library Associations / Fédération canadienne des associations de bibliothèques**

(hereinafter referred to as the "Corporation")

#### **DEFINITIONS AND INTERPRETATION**

1. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:
  - 1.1. **"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;
  - 1.2. **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - 1.3. **"Board"** means the board of directors of the Corporation;
  - 1.4. **"By-laws"** 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;
  - 1.5. **"CARL/ABRC"** means Canadian Association of Research Libraries/Association des bibliothèques de recherche du Canada;
  - 1.6. **"CULC/CBUC"** means Canadian Urban Libraries Council/Conseil des Bibliothèques Urbaines du Canada;
  - 1.7. **"Director"** means a member of the Board;
  - 1.8. **"Meeting of Members"** includes an annual meeting of members or a Special Meeting; **"Special Meeting"** 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;
  - 1.9. **"Member"** means an association, group or corporation that meets the requirements for membership set out in Article 11 of this by-law, has applied for and has

been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;

1.10. **"Multi-Sector Association"** means an association, group or organization that broadly represents a province or territory's library community and that, without limitation, does not include an association, group or organization that represents one specific library role in a province or territory or one specific sector of libraries or library workers.

1.11. **"Officer" or "Officers"** means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;

1.12. **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution;

1.13. **"Proposal"** means a proposal submitted by a Member of the Corporation that meets the requirements of the Act;

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

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

2. 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.

## **BUSINESS OF THE CORPORATION**

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 the custodian of the corporate seal.
4. **Registered Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.
5. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
6. **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) Officers. 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.

7. **Financial Year.** The financial year end of the Corporation shall be August 31<sup>st</sup> in each year or as otherwise determined by the Board.
8. **Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
9. **Borrowing Powers.** The Directors of the Corporation may, without authorization of the Members,
  - 9.1. borrow money on the credit of the Corporation;
  - 9.2. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
  - 9.3. give a guarantee on behalf of; and
  - 9.4. 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.
10. **Annual Financial Statements.** The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) 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 at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## MEMBERSHIP IN THE CORPORATION

11. **Membership Conditions.** The term of membership in the Corporation shall be annual. Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to associations, groups or corporations interested in furthering the Corporation's purposes and which 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. As set out in the Articles, each Member that pays membership dues in an amount

between \$300.00 and \$2000.00 shall be entitled to exercise one (1) vote at all Meetings of Members. Each Member that pays membership dues in an amount between \$2001.00 and \$10,000.00 shall be entitled to exercise two (2) votes at all Meetings of Members. Each Member that pays membership dues in an amount of \$10,001.00 or more shall be entitled to exercise three (3) votes at all Meetings of Members. For further certainty, the fees cited in this Article 11 represent the range of fees linked to voting rights in the Corporation; however, the Board has the discretion to set fees that are either within or outside of that range, provided that the voting rights attached to the fees set out herein may not be altered without amending the Articles.

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).

12. **Membership Dues.** Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid by the membership renewal date the Members in default shall automatically cease to be Members of the Corporation.
13. **Termination of Membership.** A membership in the Corporation is terminated when:
  - 13.1. the Member organization ceases to operate or is disbanded, or in the case of a Member that is a corporation, the corporation is dissolved;
  - 13.2. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
  - 13.3. 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;
  - 13.4. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
  - 13.5. the Member's term of membership expires; or
  - 13.6. the Corporation is liquidated or dissolved under the Act.
14. **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.
15. **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:

- 15.1. violating any provision of the Articles, by-laws, or written policies of the Corporation;
- 15.2. non-payment of membership fees;
- 15.3. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- 15.4. 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 Chair, 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 Chair, 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 Chair, the Chair, 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.

- 16. **Membership Transferability.** A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

### **MEETINGS OF MEMBERS**

- 17. **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 the following means:
  - 17.1. by telephonic, electronic, mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 45 and not more than 60 days before the day on which the meeting is to be held.
- 18. **Amendments to Notice Provisions.** 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.



19. **Members Calling a Members' Meeting.** The Board shall call a Special Meeting of Members in accordance with 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.

20. **Absentee Voting at Members' Meetings.**

Pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- 20.1. enables the votes to be gathered in a manner that permits their subsequent verification, and
- 20.2. 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 the Act and subject to the Regulations, 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 requirements set out in the Regulations.

21. **Amendments to Absentee Voting.** 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 above method of voting by Members not in attendance at a Meeting of Members.

22. **Notice of Motion.** A notice of motion that will introduce business to the Corporation's meeting shall be in writing, indicating the Member organization, signed by the person introducing the business, and shall be submitted to the head office of the Corporation at least 30 days prior to the meeting. It shall be included in the agenda of the meeting under new business or as appropriate by the Chair of the meeting.

A member who brings a substantive motion to the meeting without previous notice, will be permitted three minutes to explain the proposal before the motion is referred to the Board of Directors or an appropriate standing committee.

Alternatively, motions for which insufficient notice has been given and that the substance or timing indicate urgency, shall only be considered by the members when a vote of 2/3 of the members present and voting permit it to be placed on the floor for discussion and decision..

23. **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.
24. **Place of Members' Meeting.** Subject to compliance with 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.
25. **Persons Entitled to be Present at Members' Meetings.** 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 resolution of the Members.
26. **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.
27. **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 twenty five percent (25%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the continued presence of a quorum is presumed unless the chair or a Member notices that a quorum is no longer present..
28. **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 an Ordinary Resolution. 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 not have a casting vote.
29. **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.
30. **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.

## **BOARD OF DIRECTORS**

31. **Number of Directors.** In accordance with the Articles, the Board shall have been 8 and 15 Directors. The Board shall be comprised of the fixed number of Directors within that range 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.
32. **Board Composition.** At each Annual Meeting of Members where the election of Directors is required, the Members shall elect Directors to fill the following roles:

32.1. Seven (7) Directors each representing a Multi-Sector Association that is a Member of the Corporation and which is located in one of the following geographic regions:

- (a) British Columbia;
- (b) Alberta;
- (c) Prairie Provinces (Saskatchewan and Manitoba);
- (d) Central Canada (Ontario);
- (e) Quebec;
- (f) Atlantic Canada (New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador); and
- (g) the Northern Territories (the Yukon, the Northwest Territories and Nunavut).

In order to serve as a Director pursuant to Article 32.1, an individual must:

- (a) be a member of the board of a Multi-Sector Association from the region they represent; or
- (b) be the executive director of a Multi-Sector Association from the region they represent, or
- (c) meet such other criteria as the board of the Multi-Sector Association may determine.

32.2. One (1) Director who is a board member, executive director or senior staff member of a francophone library association that is a Member of the Corporation, or who meets such other criteria as the Board may determine.

32.3. One (1) Director representing CULC and who is a member of CULC's executive committee or CULC's executive director.

32.4. One (1) Director representing CARL and who is a member of CARL's board or CARL's executive director.

32.5. One (1) Director who is of Canadian Indigenous Ancestry (First Nation, Métis, Inuit), and who is a member of a Member of the Corporation.

32.6 The Board may nominate for election such other Directors as it deems appropriate, and who is a member of the member of the Corporation.

For further certainty, all Members shall be entitled to vote to elect a Director for each of the preceding roles and no Member or subset of Members has the right to appoint a Director or vote as a sub-set of the membership to elect any of the foregoing Directors.

33. **Change in Qualification of Directors.** For further certainty, other than the criteria set out in Article 35.1, provided a Director meets the qualifications for office set out in Article 32 on their election to office, if a Director ceases to maintain these qualifications while they are in office, this does not preclude such Director from serving the remainder of their term of office and the Director shall not be required to vacate office in such event.

34. **Term of Office of Directors.** The Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meeting of Members following the election. At the first election of Directors following the approval of this by-law, one-half (1/2) of Directors shall be elected for a two-year term and one-half (1/2) of the Directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two-year (2) terms. No Director who has served more than four (4) consecutive years or two (2) consecutive terms on the Board (including years served in filling a vacancy) shall be eligible for re-election until that person has ceased to be a Director for at least one (1) year.

35. **Vacation of Office.** The office of Director shall be automatically vacated:

35.1. if the Member of the Corporation with which the Director is affiliated is no longer a Member of the Corporation;

35.2. if a Director resigns by delivering a written resignation to the secretary of the Corporation;

35.3. if the Director is found by a court to be of unsound mind;

- 35.4. if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
- 35.5. if at a Meeting of Members an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
- 35.6. on death of the Director;
36. **Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the number or minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no directors then in office, any Member may call the meeting.
37. **Calling of Meetings of Board of Directors.** Meetings of the Board may be called by the Chair, the Vice-Chair or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.
38. **Location of Meeting of Board of Directors.** Meetings of the Board may be held at any time and place within or outside of Canada to be determined by the Directors.
39. **Participating in Meetings by Electronic Means.** If a majority of the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.
40. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors 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.
41. **Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 54 of this By-law to every Director of the Corporation not less than 10 days before the time when the meeting is to be held if sent by mail and not less than 48 hours if sent by telephonic, electronic or other communication facilities. Notice of a meeting shall not be necessary if all of the Directors are present, and no one 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. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- 41.1. submit to the Members any question or matter requiring the approval of Members;
  - 41.2. fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
  - 41.3. issue debt obligations except as authorized by the Directors;
  - 41.4. approve any annual financial statements;
  - 41.5. adopt, amend or repeal by-laws; or
  - 41.6. establish contributions to be made, or dues to be paid by Members.
42. **First Meeting of New Board.** Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.
43. **Regular Meetings Section.** 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 the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
44. **Quorum at Meetings of the Board of Directors.** A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.
45. **Votes to Govern at Meetings of the Board of Directors.**
- 45.1. At all meetings of the Board, every question shall be decided by Ordinary Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.
  - 45.2. A written resolution of the Board signed by all the Directors shall be as valid and binding a resolution of the Board as if it had been passed at a duly constituted meeting of the Board.
  - 45.3. A copy of every resolution referred to in subsection 45.2 shall be kept with the minutes of the meetings of Directors.
46. **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.

## OFFICERS OF THE CORPORATION

47. **Appointment of Officers.** The Officers of the Corporation shall be appointed by resolution of the Board at the first meeting of the Board following the Meeting of the Members at which the Directors are elected. The Officers of the Corporation shall hold offices for a period of one (1) year or until their successors are appointed. Officers shall be subject to removal at any time by a resolution of the Board. 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:
- 47.1. **Chair of the Board.** The Chair of the Board, if one is to be appointed, shall be a Director. The Chair, if any, 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.
- 47.2. **Vice-Chair of the Board.** The Vice-Chair, if one is to be appointed, shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair, if any, 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.
- 47.3. **Secretary.** If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, and Members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- 47.4. **Treasurer.** If appointed, the Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; the treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation; and the treasurer shall have such other powers and duties as the Board or the Chair may specify.
- 47.5. The Board may appoint such other Officers, with such duties and powers, as it deems appropriate.

48. **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:

- 48.1. the Officer's successor being appointed;
- 48.2. the Officer's resignation;
- 48.3. such Officer ceases to be a Director (if a necessary qualification of appointment);  
or
- 48.4. 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.

## **REMUNERATION OF DIRECTORS AND OFFICERS**

49. **Remuneration of Directors and Officers.** The Directors and Officers of the Corporation shall not be remunerated for their services, but shall be entitled to be reimbursed for reasonable expenses incurred in the performance of their duties in accordance with the policy of the Corporation on such reimbursements.

## **INDEMNIFICATION OF DIRECTORS AND OFFICERS AND OTHERS**

50. **Indemnification.** 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 corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- 50.1. all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
- 50.2. all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own willful neglect or default.



In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 50.1, the Board may approve such advance.

## **DISPUTE RESOLUTION**

51. **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 this by-law.
52. **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:
  - 52.1. 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.
  - 52.2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
  - 52.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
  - 52.4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

**GENERAL****53. Policies and Procedures**

53.1. The Board may prescribe such policies and procedures as are consistent with these By-laws and relate to the management of the Corporation.

53.2. An Ordinary Resolution of the Directors present and voting at the Board meeting shall be required to approve, amend or repeal any such policies and procedures.

53.3. Members shall be notified of revisions to the policies and procedures.

**54. Method of Giving Any Notice.** Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received 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:

54.1. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with the Act;

54.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

54.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

54.4. if provided in the form of an electronic document in accordance with 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.

- 55. **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.
- 56. **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.
- 57. **By-laws and Effective Date.** Subject to matters requiring a Special Resolution, this By-law shall be effective when approved by the Board.
- 58. **Amendment of By-laws.** 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 amendment 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.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 2016.

\_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
Name:  
Title: