

BY-LAW NUMBER 2

**A BY-LAW RELATING GENERALLY
TO THE CONDUCT OF THE AFFAIRS OF
CANADIAN INTERSCHOLASTIC ATHLETIC ADMINISTRATORS ASSOCIATION**

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1. DEFINITIONS AND INTERPRETATION

1.1. Definitions

In this By-law, 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) "**Active Member**" means an individual who supports the purposes and goals of the Corporation, satisfies the criteria set out in Section 2.2 and whose Membership has been approved by the Board;
- (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 and "Director" means a Member of the Board;
- (e) "**By-law**" means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (f) "**Corporation**" means the Canadian Interscholastic Athletic Administrators Association;
- (g) "**Director**" means a Member elected as a Director in accordance with Section 5.2;
- (h) "**General Member**" means an individual who supports the purposes and goals of the Corporation, satisfies the criteria set out in Section 2.3 and whose Membership has been approved by the Board;
- (i) "**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;
- (j) "**Member**" includes Active Member and General Member;
- (k) "**Nomination Committee**" means a committee organized by the Board whose purpose is to determine if potential Directors have the requisite qualifications and prepare the Slate in advance of the Meeting of the Members;
- (l) "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (m) "**Partner Province**" means any or all provinces in which the provincial high school athletic association is currently party to an agreement with the Corporation whereby the association and/or its members provide sponsorship to the Corporation;
- (n) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (o) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2. Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified 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 the custodian of the corporate seal.

1.4. 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.

1.5. Financial Year End

The financial year end of the Corporation shall be determined by the Board of Directors.

1.6. Previous By-Laws

The provisions in these By-laws supersede and replace all former by-laws of the Corporation, such as might have been, and such prior by-laws are declared to be of no further force or effect whatsoever, except to the extent that the substance thereof is incorporated into these By-laws. There are no other conditions to these By-laws other than those herein contained.

1.7. 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.

1.8. Annual Financial Statement

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (*Annual Financial Statements*) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available 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 or, with the written consent of the Member, by way of email.

2. MEMBERSHIP

2.1. Membership Conditions

Subject to the articles, there shall be two (2) classes of Members in the Corporation, namely Active Members and General Members. The Board of Directors of the Corporation may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The conditions in this Section 2 shall apply to Membership.

2.2. Active Members

- (a) Active Member Membership shall be available only to individuals who are currently involved in the administration of school sport in a Canadian jurisdiction. Active Members shall have the right to attend, speak and vote at the Meetings of the Members provided that they have applied and have been accepted for Active Member Membership in the Corporation.
- (b) Active Member Membership shall include, but not be limited to, the following:
 - i. School Athletic Directors or Athletic Administrators or similar;
 - ii. Employees or Volunteers for Organizations whose primary purpose is the administration of school sport; and
- (c) The term of Membership of an Active Member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (d) As set out in the articles, each Active Member is entitled to receive notice of, attend, and vote at all Meetings of Members.

2.3. General Members

- (a) General Member Membership shall be available only to individuals who:
 - i. have retired from a position in the administration of school athletics in a Canadian jurisdiction;
 - ii. are enrolled in an accredited University or College in Canada and are currently taking courses associated with the administration of school athletics; or
 - iii. have a general interest in school athletics and the administration of school athletics but do not fit within any other category of Membership.
- (b) The term of Membership of a General Member shall be annual, subject to renewal in accordance with the policies of the Corporation.

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).

2.4. 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 at least one of the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the Meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the Meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the Meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the Meeting is to be held; or
- (c) by publication at least once in a publication of the Corporation that is sent to all its Members, during a period of twenty-one (21) to sixty (60) days before the day on which the Meeting is to be held.

Pursuant to subsection 197(1) (*Fundamental Change*) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

Pursuant to section 63(2) (*Notice of Meeting of Members*) of the Regulations, any Member entitled to vote at the Meeting may request that notice be given in accordance with section 2.4(a). In the event such a request is received by the Corporation, the Corporation shall provide notice of the Meeting of the Members to that Member in accordance with section 2.4(a) only.

3. MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.1. Membership Dues

Membership dues shall be paid to the Corporation:

- (a) for those Members employed or associated with a Partner Province, in accordance with the Partner Province agreement with the Corporation; or
- (b) for those Members not employed or associated with a Partner Province, on an individual basis following the Member's registration with 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 a corporation, the corporation is dissolved;
- (b) a Member fails to maintain any qualifications for Membership described in Section 2 of these By-laws;
- (c) the Member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the articles or By-laws;
- (d) the Member's term of Membership expires; 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.

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 that a Member should be expelled or suspended from Membership in the Corporation, the president, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the president, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Board, 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.

4. MEETINGS OF MEMBERS

4.1. 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 Chairperson of the Meeting or by resolution of the Members.

4.2. Chairperson of Meeting

The Chairperson of the Meeting shall be the President, if present. In the event the President is absent for the Meeting, the Chairperson shall be the Leadership Training Program Coordinator (the "**Coordinator**"), if present. In the event neither the President nor the Coordinator are present, the chosen by the Coordinator in advance of the Meeting shall be the Chairperson of the Meeting. In the event none of the above specified people are present or available at the Meeting, the Members present at the Meeting shall choose any one of their number to chair the Meeting.

4.3. Quorum

A quorum at any Meeting of the Members be ten (10) of the Members entitled to vote at the Meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

4.4. Attendance at Meetings of Members

The Meetings of Members may be held in person, by way of electronic means or a combination of both. The Meeting of the Members shall be held in a way to allow the most possible Members to attend. Those Active Members who are in attendance in person shall vote by way of show of hands, unless a ballot vote

is demanded by an Active Member. Voting for those Active Members attending through electronic means may be done through show of hands if video is available, or through an appropriate combination of alternative electronic means.

4.5. Introduction of Motion at Meetings

No Member shall be entitled to introduce a motion to be voted on once the Meeting of Members has begun. All motions and topics to be discussed and voted on by the Members must be included in the agenda circulated to Members in advance of the Meeting of Members.

4.6. 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 or on the results of electronic voting, the Chairperson of the Meeting in addition to an original vote shall have a second or casting vote.

5. DIRECTORS

5.1. Composition of the Board

The Board shall have no more than fifteen (15) Directors. The Board shall be comprised of Active Members of the Corporation and at all times there shall be two (2) or three (3) Directors from each Partner Province, one (1) of which shall, pending the consent of the individual, be the Executive Director of the High School Athletic Association of each Partner Province (the “**ED Directors**”).

5.2. Election and Term

With the exception of the ED Directors, the Directors shall be elected at each Meeting of the Members. The term of a Director is for three (3) years (the “**Term**”), such term being renewable for a successive three (3) year term by motion at the next Meeting of the Members. The Directors shall continue in office until the expiry of their Term or until respective successors are duly elected, appointed or otherwise designated in accordance with these By-laws.

The ED Directors shall be elected at the next Meeting of the Members following the start of their employment as the Executive Director of the High School Athletic Association of a Partner Province. The ED Directors shall remain on the Board until such time that they are no longer employed as the Executive Director of the High School Athletic Association of a Partner Province.

Nominations for the positions of Directors, and for any elected position, shall be made by the Nomination Committee no less than thirty (30) days before the Meeting of the Members. The nominations shall be presented in the form of a slate (the “**Slate**”), which shall be voted on as a whole at the Meeting of the Members. Where applicable, the Slate shall designate which Partner Province each nominee is from.

No Director shall serve more than two (2) consecutive Terms on the Board. Notwithstanding the foregoing, the President may appoint a Director to serve on the Board for a maximum of one (1) additional year either preceding an elected Term or following the expiry of a Term. A Director who is appointed under this provision shall remain on the Board, subject to any provisions of these Bylaws, until the next Meeting of the Members.

Any Member in good standing may be nominated for the position of Director at any time so long as they had not been a Director for two (2) consecutive Terms within one (1) year less forty five (45) days from the date of their nomination.

Any Member in good standing who wishes to be a Director must submit their name, mailing address and email to the Nomination Committee for consideration by the deadline chosen by the Board and

communicated electronically to the Members. The Nomination Committee shall notify, by email, each Member who put their name forward, whether they have been named to the Slate.

5.3. Powers of the Board

The Board shall, subject to these By-laws, have full management and control of the affairs of the Corporation and shall have the full discretion and power to advance the objectives of the Corporation in any manner it deems necessary or desirable.

Without limiting the generality of the foregoing, the Board may:

- (a) enter on behalf of the Corporation into any agreement, contract or arrangement which the Corporation may lawfully enter into;
- (b) hire any employees or contractors that it deems necessary and determine the compensation of same, having regard to market rates; and
- (c) do all such other acts and things as the Corporation is, by these By-laws or its policies or otherwise authorized to exercise or do.

5.4. Removal of Director

A Director ceases to be a Board Member upon the happening of any of the following:

- (a) The expiration of the Director's Term;
- (b) The death or permanent incapacity of the Director;
- (c) The Director fails to attend, absent just cause, as determined by the Board acting reasonably, three (3) or more consecutive Meetings; or
- (d) By a majority vote of the Board, for any cause that the Board deems reasonable.

5.5. Resignation of Director

Any Director may resign from the Board by giving written notice to the Board. Such resignation shall be effective immediately upon receipt of such resignation by the Board.

5.6. Remuneration of Directors

No Director shall be entitled to receive any remuneration for his/her/their services in their capacity as a Director. Upon presentation of receipts, a Director may receive reimbursements for expenses incurred as a result of performing the Corporation's business.

6. MEETINGS OF DIRECTORS

6.1. Calling of Meetings

Meetings of the Board may be called by the President at any time; provided that, for the first organization Meeting following incorporation, such Meeting may be called by any Director or incorporator. If the Corporation has only one Director, that Director may call and constitute a Meeting.

6.2. Notice of Meeting

Notice of the time and place for the holding of a Meeting of the Board shall be given to every Director of the Corporation not less than seven (7) days before the time when the Meeting is to be held by one of the following methods:

- (a) delivered personally 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) of the Act;
- (b) mailed by prepaid ordinary mail to the Director's address as set out in (a);
- (c) by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- (d) by an electronic document in accordance with Part 17 of the Act.

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 By-law 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. Matters not included in the agendas provided with the notice may, with the consent of the Directors present at the Meeting, be added to the agenda and considered by the Directors.

6.3. 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.

6.4. Voting

Each Director is entitled to one (1) vote. If there is a tie, the President shall have a casting vote. A resolution in writing, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had passed at a Meeting of the 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 Chairperson of the Meeting in addition to an original vote shall have a second or casting vote.

6.6. Quorum

A quorum at any Meeting of the Board shall be a majority of the number of Directors currently elected to the Board. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the Meeting even if a quorum is not present throughout the Meeting.

6.7. 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.

7. OFFICERS

7.1. Appointment

The Board shall appoint such Officers at the first Board meeting following the Meeting of the Members from the Members of the Corporation as they deem necessary to carry out the objects of the Corporation and such Officers shall have such authority and perform such duties as from time to time may be prescribed by the Board.

There shall at all times be a President, Secretary and Treasurer. One person may hold more than one office.

Each Officer shall remain in their position until they are replaced, removed or otherwise cease to hold such office.

7.2. Description of Officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **President** –The president shall be the chief executive Officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall act as Chairperson for all Meetings of the Directors. The President must at all times be a Director of the Corporation. In the event the President ceased to be a Director, they shall also cease to be President. The Board may appoint the same Director as President for up to three (3) consecutive years. The President shall serve as Past President for one (1) year immediately following the conclusion of their term as President.
- (b) **Secretary** – If appointed, the secretary shall attend and be the secretary of all Meetings of the Board, Members and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such Meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the corporation.
- (c) **Treasurer** – If appointed, the Treasurer shall have such powers and duties as the Board may from time to time specify, including the review of interim and year-end financial statements before they are presented to the Board of Directors or provided to the public accountant.
- (d) **Leadership Training Program Coordinator** – If appointed, the Leadership Training Program Coordinator shall provide support to the staff in planning the annual LTP Course calendar, selecting instructors for course presentations, maintaining the course review and new course addition calendars, and identifying new instructors for development. If

the President is absent from any Meeting, the Leadership Training Program Coordinator shall preside over the Meeting or appoint another Director to do so. The Leadership Training Program Coordinator must be a Director.

- (e) **Provincial Representative** – If appointed, the Provincial Representative shall have power and duties as the Board may from time to time specify, including working with the staff and Leadership Training Program Coordinator to identify and coordinate professional development opportunities within their Partner Province. There shall be at least one Provincial Representative from each Partner Province. Each Provincial Representative must be a Director.
- (f) **Past President** – The Past President shall have such power and duties as the Board may from time to time specify.
- (g) **Member-at-Large** – If appointed, the Member-at-large shall have such power and duties as the Board may from time to time specify.

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

7.3. Executive Director

The Board may, from time to time, engage, appoint, and employ an Executive Director of the Corporation on such terms as it sees fit. The Board may delegate to him/her/them with full authority to manage and direct the business and affairs of the Corporation and to employee and discharge agents and employees of the Corporation in his/her/their discretion. He/she/they shall at all reasonable times give to the Board all information they may require regarding the affairs of the Corporation.

7.4. Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

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

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

8. NOTICES

8.1. 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 By-laws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (*Notice of Directors*) or 134 (*Notice of change of Directors*); 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 telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or Member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2. 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.

8.3. 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.

9. DISPUTE RESOLUTION

9.1. 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 this By-law.

9.2. 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.

10. EFFECTIVE DATE

10.1. Effective Date

Subject to matters requiring a Special Resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 25th day of, May, 2020, and confirmed by the Members of the Corporation by Special Resolution on the 25th day of May, 2020.

Dated as of the 25th day of May, 2020.

Witness

Scott Bezubiak, President