

## BY-LAW NO. 1

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

Congress of Canadian Orchid Societies, Inc. – Le Congrès Canadien Des Societes Orchidophiles, Inc. (the "Corporation")

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

### SECTION 1 - GENERAL

#### 1.01 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. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "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;
- e. "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;
- f. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

#### 1.02 Interpretation

In the interpretation of this 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 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

#### 1.03 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.

#### 1.04 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.

#### 1.05 Financial Year End

The financial year of the Corporation shall be the period from January 1 in any year to December 31 of that same year or as may be determined by the board of directors.

#### 1.06 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.

#### 1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available 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.

## SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

### 2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to Not for profit Orchid organisations interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) 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.

### 2.02 Notice of Meeting of Members

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

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 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 21 to 35 days before the day on which the meeting is to be held.
- c. Pursuant to subsection 197(1) 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.

### 2.03 Absentee Voting by Mail Ballot

Every Member entitled to vote at a meeting of Members may vote by proxy by appointing in writing a proxy holder, and one or more alternate holders, 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 the proxy. A proxy shall be in writing executed by the Member or the Members' attorney and shall conform with the requirements of the Act.

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 this method of voting by members not in attendance at a meeting of members.

## SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

### 3.01 Membership Dues

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 membership renewal date, the members in default shall automatically cease to be members of the Corporation.

### 3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member organisation ceases to exist, 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 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

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. Any member may withdraw from the Congress at any time by delivering written notice to the secretary of the Congress, but upon such withdrawal, the member shall not be entitled to any refund of any fees or dues that such member has paid.

### 3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such

submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## SECTION 4 - MEETINGS OF MEMBERS

### 4.01 Annual General Meeting of Members.

An annual General Meeting (AGM) of the members shall be held at least once every calendar year. Members individually or in cooperation are encouraged to petition the Board of Directors for the right to host the AGM. The responsibility of the member(s) selected to host the AGM shall be as determined by the Board of Directors. The usual order of proceedings at the AGM shall be as follows: Call to order; Declaration of Notice and Quorum; Adoption of minutes from the previous AGM; Business arising from the minutes; Correspondence; Reports of the Officers; Reports of Other committees; Amendments to bylaws; Old Business; Appointment of Auditor; Election of Officers; New Business; Adjournment. Members will appoint an auditor at each AGM whose annual report on the finances of the Congress will be presented to the following AGM.

### 4.02 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 resolution of the members.

### 4.03 Chair of the Meeting

In the event that the president of the Congress and the 1<sup>st</sup> and 2<sup>nd</sup> vice-presidents of the Congress are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### 4.04 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 10 of the members entitled to vote at the meeting, but never less than 3 persons. 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.

### 4.05 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

### 4.06 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 10% of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

### 4.07 Participation by Electronic Means at Members' Meetings.

If the Corporation chooses to make available a telephone, 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 by such means is deemed to be present at the meeting. 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 telephone, electronic or other communication facility that the Corporation has made available for that purpose.

### 4.08 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 telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## SECTION 5 - DIRECTORS

### 5.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting.

### 5.02 The Officers of the Congress shall be the directors and shall constitute the Board of Directors of the congress.

### 5.03 Directors must be members in good standing of a member organisation.

### 5.04 Vacation of Office.

The office of Director shall be automatically vacated:

1. if a Director resigns by delivering a written resignation to the secretary of the Corporation;
2. if the Director is found by a court to be of unsound mind;
3. if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
4. if at a meeting of Members a resolution is passed by 60% of the Members present at the meeting that the Director be removed from office;
5. on death;

### 5.05 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 provided for in 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 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.

5.06 Each director shall become, upon his or her election or appointment, an Individual Member of the Congress and will be entitled to one vote at any meeting of the Congress and the Board of Directors.

5.07 The directors of the Congress may administer the affairs of the Congress in all things and make or cause to be made for the Congress, in its name, any kind of contract which the Congress may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Congress is by its charter or otherwise authorized to exercise and do.

5.08 The directors shall have power to authorize expenditures on behalf of the Congress from time to time. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Congress in accordance with such terms as the Board of Directors may prescribe.

5.09 The Board of Directors shall take such steps as they may deem requisite to enable the Congress to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Congress.

## SECTION 6 - MEETINGS OF DIRECTORS

### 6.01 Calling of Meetings

Meetings of the board may be called by the President of the Congress, the vice-chair of the Congress or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

### 6.02 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 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);
- 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, including any proposals to:

1. Submit to the Members any question or matter requiring the approval of Members;
2. Fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
3. Issue debt obligations except as authorized by the Directors;
4. Approve any annual financial statements;
5. Adopt, amend or repeal by-laws; or
6. Establish contributions to be made, or dues to be paid by Members.

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.

### 6.03 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 or electronic or to the communication 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.

### 6.04 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.

### 6.05 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.

## 6.06 Votes to Govern at Meetings of the Board of Directors.

At all meetings of the Board, every question shall be decided by a majority of the votes on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

## 6.07 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 in addition to an original vote shall have a second or casting vote.

## 6.08 Committees

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

# SECTION 7 - OFFICERS

## 7.01 Description of Officers

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

**a) President.** If appointed, the President shall preside all meetings of the Corporation and the Board of Directors, serve as the official representative of the Corporation, sign all contracts and obligations on behalf of the Corporation, appoint committees in conjunction with the Directors as needed, serve as an ex-officio member of all committees except the Nominating Committee and provide a report at the annual business meeting.

The President shall cause to be filed all necessary corporate documents with the appropriate governmental authority in order to maintain incorporation status in good standing.

**b) First Vice-President.** If appointed, the First Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

**c) Second Vice-President.** If appointed, the Second Vice-President shall, in the absence of the President and First Vice-President, perform the duties and exercise the powers of the President.

**d) Secretary.** If appointed, the Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, conduct the correspondence of the Corporation and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall be custodian of the seal of the Corporation (if any), which shall be delivered only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

The Secretary will be responsible for ensuring that the policy and procedures book is kept current and up to date and that new policies, once approved by the membership, are included in the Policy and Procedures book and transmitted to the web master for addition to the Corporation web site.

**e) Treasurer.** If appointed, the Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer may delegate some of the Treasurer's responsibilities to a bookkeeper or accountant provided the delegated person reports to the Treasurer. The Treasurer shall perform such other duties as may from time to time be directed by the Board or the Chair of the Board.

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.

**f) Past President.** The Past President shall act as the chairperson of the Nominating Committee.

## 7.02 Terms of Office

The President shall be limited to serving 2 consecutive one year terms and all other officers shall be limited to serving 4 consecutive one year terms. In exceptional circumstances the members may by majority vote at a general meeting extend these terms of office.

## 7.03 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.

#### 7.04 Remuneration of Directors and Officers.

The Directors and Officers of the Corporation shall not be remunerated for their services.

#### 7.05 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 and saved harmless out of the funds of the Corporation from and against:

- a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs 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;
- b) 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 wilful 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 7.04, the Board may approve such advance.

### SECTION 8 - NOTICES

#### 8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the 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.

#### 8.02 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.

#### 8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### SECTION 9 - DISPUTE RESOLUTION

#### 9.01 Mediation and Arbitration

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

#### 9.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or 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 10 - EFFECTIVE DATE

### 10.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board. All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the previous By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to its repeal.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the      day of      ,  
20      and confirmed by the members of the Corporation by special resolution on the      day of      , 20      .

Dated as of the      day of      , 20      .

[Indicate name of director/officer]