

BY-LAWS

1.0 - DEFINITIONS

"**Act**" shall mean 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;

"**Alternate Delegate**" shall mean a representative who is authorized by a Branch to attend and vote at any Meetings of Members;

"**Articles**" shall mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"**Association**" shall mean the Arnis Canada Association

"**Board**" shall mean the board of directors of the Association;

"**Branch**" shall mean any provincial/territorial Arnis organizations as determined by the Board,

including, the following organizations:

- Alberta.
- Nova Scotia
- Ontario
- British Columbia

- Manitoba

- Newfoundland & Labrador

- P.E.I.

- Saskatchewan.
- Yukon.

(collectively referred to herein as the "**Branches**")

"**By-law**" shall mean this by-law and any other by-law of the Association as amended and which are,

from time to time, in force and effect;

"**Directors**" shall mean the members of the Board and "**Director**" shall mean any one of them;

"**Executive Director**" shall mean the person responsible for the administration of the business of the Association and shall oversee the operation of the Association's Head Office and be responsible for the day-to-day affairs of the Association.

"**Head Office**" shall mean the head office of the Association which shall be located XXXXXX at such other place as the Board shall determine from time to time;

"**Meeting of Members**" shall include an annual meeting of Members or a special meeting of Members;

"**Members**" shall mean collectively the Class A members, Class B members, and Class C members, and "**Member**" shall mean any one of them;

"**Officers**" means the President, Vice-President and any other officers appointed by the Board;

"**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Provincial/Territorial Branch**" shall mean any of the Branches as defined herein;

"**Registrant**" means an individual member of who is registered by their provincial/territorial association and who is subject to all applicable rules, regulations and policies of the Association but is not a Member of the Association; or any individual who is engaged in any activity provided, sponsored, supported, sanctioned or recognized by the Association and registered directly with the Association;

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

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

- **2.0 MEMBERSHIP**

- 2.1 Subject to the Articles, there shall be three classes of Members in the Association, namely Class A members, Class B members, and Class C members. The following conditions of membership shall apply:

(a) Class A Members

(i) Class A membership is available to Provincial/Territorial Branches with more than one-thousand five hundred (1,500) Registrants and more.

(ii) The term of membership shall be annual and subject to renewal in accordance with the policies of the Association. Member class assignment of Class A Members will be made for the membership year beginning January 1 and will be based on the number of paid up registered Registrants of the Provincial/Territorial Branch validated by the Association as of December 31 of the preceding term.

(iii) As set out in Articles, each Class A Member is entitled to receive notice of, attend and vote at all Meetings of Members and each Class A Member shall be entitled to five (5) votes at such meeting, the entirety of which shall be cast as a block.

(b) Class B Members

(i) Class B membership is available to Provincial/Territorial Branches with three hundred (300) and more, and less than one-thousand five hundred (1,500) Registrants.

(ii) The term of membership shall be annual and subject to renewal in accordance with the policies of the Association. Member class assignment of

Class B Members will be made for the membership year beginning January 1 and will be based on the number of paid up registered Registrants of the Provincial/Territorial Branch validated by the Association as of December 31 of the preceding term.

(iii) As set out in Articles, each Class B Member is entitled to receive notice of, attend and vote at all Meetings of Members and each Class B Member shall be entitled to three (3) votes at such meetings, the entirety of which shall be cast as a block.

(c) Class C Members

(i) Class C membership is available to Provincial/Territorial Branches with less than three hundred (300) Registrants.

(ii) The term of membership shall be annual and subject to renewal in accordance with the policies of the Association. Member class assignment of Class C Members will be made for the membership year beginning January 1 and will be based on the number of paid up registered Registrants of the Provincial/Territorial Branch validated by the Association as of December 31 of the preceding term.

(iii) As set out in Articles, each Class C Member is entitled to receive notice of, attend and vote at all Meetings of Members and each Class C Member shall be entitled to one (1) vote at such meetings.

- 2.2 A membership in the Association is terminated when:
 - a) in the case of a Member that is a corporation, the corporation is liquidated or dissolved;
 - b) a Member fails to maintain any qualifications for membership described in section 2.1 of these By-laws;
 - c) the Member delivers a written resignation to the Board in which case such resignation shall be effective on the date specified in the resignation;
 - d) the Member is expelled in accordance with section 2.3 of these By-law or is otherwise terminated in accordance with the Articles or these By-laws;Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

- 2.3 The Board shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:
 - a) violating any provision of the Articles, these By-laws, or written policies of the Association;
 - b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;

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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 Association.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, 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 Association. 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.

A membership may only be transferred to the Association. 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 these By-laws.

The Board shall call a Meeting of Members in accordance with Section 167 of 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.

BOARD OF DIRECTORS

The Board shall consist of the following Directors, which at a minimum, must include at least two Directors who are not appointed as Officers:

- a) Director (West)
- b) Director (Ontario)
- c) Director (Quebec)
- d) Director (East)
- e) Three (3) Directors at Large
- f) One (1) further Director at Large if appointed by the Board (if applicable)
- g) Incumbent Directors as of the date of the changes in the Articles to reduce the size of the Board who shall serve until their current term ends.

Directors shall be entitled to receive reasonable remuneration to pay any costs reasonably incurred by them on behalf of the Association.

ELIGIBILITY

3.3. Any person, who is 18 years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who does not hold any employment or contract employment position(s) with the Association or with a Provincial/Territorial Branch, may be nominated for election as Director.

3.3.1. Candidates for the Director (West) are further restricted to persons who are resident in BC, Yukon, Alberta, NWT, Saskatchewan or Manitoba.

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- 3.3.2. Candidates for Director (Ontario) are further restricted to persons who are resident in Ontario.
- 3.3.3. Candidates for Director (Quebec) are further restricted to persons who are resident in Quebec.
- 3.3.4. Candidates for Director (East) are further restricted to persons who are resident in New Brunswick, Nova Scotia, PEI or Newfoundland & Labrador.

NOMINATIONS

- 3.4. Subject to the Act, any nominations to fill a vacancy on the Board, accompanied by the written consent of the nominee by signed or electronic signature, shall be submitted in writing or by electronic transmission to the President or such other person as the Board may designate thirty (30) days prior to the annual meeting of Members.
- 3.5. Individuals currently on the Board eligible to be re-elected are not subject to nomination but must provide written notice to the President or such other person as the Board may designate thirty (30) days prior to the annual meeting. This article is in effect following the 2017 annual

meeting of Members.

- 3.6. Valid nominations will be circulated to all Members fourteen (14) days prior to the annual meeting.

3.7.

TERMS AND TERM LIMITS

- 3.8. All elected Directors will hold office for three years and will hold office until their successors have been duly elected in accordance with this bylaw, unless they resign, are removed from, or vacate their office. A Director may not serve more than two consecutive terms.
- 3.9. A Director who has served two consecutive terms will be eligible for nomination to a vacant position if there has been a period of one year between the annual meeting of Members at which their term limit was reached and the annual meeting at which the individual would again be a candidate.
- 3.10. A Director elected to serve a partial term will, upon completion of the partial term, remain eligible to serve two consecutive three-year terms.
- 3.11. The consecutive length of terms served by incumbent Directors, at the time of the 2017 annual meeting of Members or the time of the first election of Directors to the Board as described in section 3.12 and its sub-section, will not be considered in calculating the equivalency to the term limit of two consecutive three-year terms. An incumbent Director whose term is not complete at the time of the first election under these bylaws shall, in keeping with the section 133(1) of the Act, not have their term shortened and shall continue as a Director until the natural end of their term.

ELECTIONS

3.12.

The election of Directors will take place at the annual meeting and will take place in three parts:

3.12.1. In 2017, and every three years subsequent, the Director (East), the Director (West) and one (1) Director at Large will be elected to a term of three (3) years.

Subject to the Regulations under the Act, any class of Members may make a proposal to the annual

meeting which includes nominations for the election of Directors if a proposal is signed by not less

than five per cent (5%) of the Members of any class entitled to vote at the meeting at which the

proposal is to be presented.

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- 3.12.2. In 2017 the Director (Ontario) and one (1) Director at Large will be elected to a term of one (1) year, and in 2018 and every three years subsequent, the Director (Ontario) and the one (1) Director at Large will be elected to a term of three (3) years.
- 3.12.3. In 2017 the Director (Quebec) and one (1) Director at Large will be elected for a term for 2 years, and in 2019 and every three years subsequent, the Director (Quebec) and one (1) Director at Large will be elected for a term for three (3) years.
- 3.13. Elections will be held as required in following order:
 - a) Director (East) and Director (West) or Director (Ontario) or Director (Quebec)

- b) Director at Large
- 3.14. Any candidate who is not elected to the position of Director (East), Director (West), Director (Quebec) or Director (Ontario) may choose, if eligible, to stand for election as Director at Large.
- 3.15. Any candidate elected to the position of Director cannot at the same time hold the position of director with a Provincial/Territorial Branch, and must resign from their respective position as a director of a Provincial/Territorial Branch within seven (7) days of being elected as Director and provide the Association with notice of same.

APPOINTMENTS

- 3.16. The Board may by ordinary resolution appoint up to one (1) Director-at-Large after the Association's annual meeting at which three directors are elected. For clarity, an appointed Director will serve a term of one (1) year.
- 3.17. The Board may not appoint the same individual more than two (2) years in succession nor appoint an individual who has immediately prior to the annual meeting served the maximum allowable consecutive terms as a Director.
- 3.18. An individual appointed two years in succession who subsequently seeks election as a Director will count the two appointed years as the first of two allowable years in a term.
- 3.19. The Board may from time to time appoint any committees, or other advisory body, as it deems necessary or appropriate for such purposes and such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such directions as the Board may from time to time make. Any committee member may be removed by

resolution of the Board.

RESIGNATION, VACATING AND REMOVAL

- 3.20. A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director resigns, his or her position as an Officer will automatically and simultaneously be terminated.

- 3.21. The office of Director shall be automatically vacated:
 - a) If a Director has resigned his or her office by delivering a written resignation to both the President and the Association's Executive Director;

 - b) If seven (7) days after being elected to the office of Director, a Director who at the time of the election also held the position of director of a Provincial/Territorial Branch has failed to resign from their respective position as a director of that Provincial/Territorial Branch;

 - c) If he or she is found by a court to be of unsound mind;

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- d) If the Director is found guilty of a relevant criminal offense;

- e) On death or permanent disability that prevent carrying out the duties of a Director; and

- f) If he or she has the status of a bankrupt.

3.22.

A Director may be removed by ordinary resolution of the Members. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

VACANCIES

3.23.

If a vacancy of the position of a Director is created as a result of a Director being removed from office at a Meeting of Members, the Members can elect another person to act as Director. If such a vacancy is not filled by the Members at that meeting, a quorum of the Directors can fill the vacancy after that meeting by appointing another person to be a Director.

POWERS OF THE BOARD

3.24.

Except as otherwise provided in the Act or these bylaws, the Board has the powers of the corporation and may delegate any of its powers, duties and functions.

- a) The Board will set and monitor the accomplishment of the vision, mission, values (or their equivalent) and strategic direction of the Association;
- b) The Board will provide continuity for the Association by ensuring its financial health;
- c) The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Association;
- d) The Board may make policies governing the management of the affairs of the Association;
- e) The Board may determine registration procedures and membership fees, dues, assessments, charges and other registration requirements for Members;

- f) The Board may borrow money upon the credit of the Association as it deems necessary in accordance with these bylaws; and
- g) The Board may perform any other duties from time to time as may be in the best interests of the Association.

- **4.0 OFFICERS**

- 4.1 The Officers of the Association are the President and Vice-President who will be appointed by the Directors from among their number. The Board may by resolution, appoint such other Officers as it determines appropriate.
- 4.2 The Directors shall appoint the President and the Vice-President annually at the first meeting of Directors immediately following the annual meeting of Members. The President or Vice- President may be re-appointed to successive terms without limit.
- 4.3 With the exception of the offices of President and Vice-President which shall be held by two persons, two or more other appointed offices of the Association may be held by the same person. With the exception of the offices of President and Vice-President, a person appointed as an Officer need not be a Director.

- 4.4 The President of the Board shall preside over all meetings of the Board and Members; ensure the Board functions in accordance with its policies governing its own performance, sign all documents which require signature; fulfil all duties inherent to the office and shall have such other powers and duties as may be assigned by the Board.

- 4.5 The Vice-President shall have all powers and authorities to perform all duties of the President in the latter's absence or inability or refusal to act.
- 4.6 If appointed, the Executive Director shall be the chief executive officer of the Association and shall be responsible for implementing the strategic direction and policies of the Association. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Association.
- 4.7 Any Officer appointed by the Board may be removed by special resolution of the Board, provided the Officer has been provided notice of and the opportunity to be present and to be heard at the meeting where such a special resolution is put to a vote.
- 4.8 Where the office of President or Vice-President becomes vacant for whatever reason before a term is complete, the Directors will appoint from among themselves a person to fill the remainder of the one year term.

- **5.0 MEMBERS MEETINGS**

- 5.1 The annual meeting of Members shall be held within six months after the end of the Association's fiscal year on a date and place in Canada designated by the Board.
- 5.2 Any Member of the Association may attend and vote at the annual meeting of Members. Non- members of the Association may attend as guests at the written invitation of the President.
- 5.3 At any Meeting of Members every question shall, unless otherwise provided by the Articles or these By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of

votes either on a show of hands or on a ballot or on the results of electronic voting, the motion shall be declared defeated.

- 5.4 A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be a simple majority of the total votes held by Members. 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.
- 5.5 A Branch may be represented by the current president of the Branch or an Alternate Delegate at any Meeting of Members.
- 5.6 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.

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- 5.7 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 Association has a system that:
 - (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.
- 5.8 If the Association 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 these By-laws, 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 Association has made available for that purpose.

- 5.9 If the Directors or Members of the Association 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.

- **6.0 MEETINGS OF DIRECTORS**

- 6.1 The President or any three (3) Directors may call a meeting of the Board.

- 6.2 At any meeting of the Board, quorum will be a simple majority of Directors holding office.

- 6.3 Each Director is entitled to one vote. Voting will be by show of hands or by electronic ballot, unless a majority of Directors present request a secret ballot. Questions arising at any meeting will be decided by a majority of the votes.

- 6.4 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 7 of these By-laws to every Director of the Association not less than 14 days before the time

when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless these By-laws otherwise provide, 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) of the Act that is to be dealt with at the meeting.

- 6.5 If the Directors choose to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of the Directors, 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 these By-laws, any person participating in a meeting of the Directors pursuant to this section who is entitled to vote at that meeting may vote, in

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accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

- 6.6 If the Directors of the Association call a meeting of the Directors, the 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.
- 6.7 The Executive Director shall be permitted to attend all meetings of Directors but shall not be entitled to vote at such meetings.

- **7.0 NOTICES**

- 7.1 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, 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 Association or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act; 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. Any Officer or employee of the Association 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 Officer or employee of the Association giving notice to be reliable. The declaration by any employee or Officer of the Association that notice has been given pursuant to these By-laws shall be sufficient and conclusive evidence of the giving of such notice. The signature of any employee, Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 7.2 The invalidity or unenforceability of any provision of this Article 7 of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.
- 7.3 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

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where the Association 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.

- **8.0 FISCAL YEAR**

- 8.1 The fiscal year of the Association shall end on the 31st day of March of each year.

- **9.0 INDEMNIFICATION**

- 9.1 Except in respect of an action by or on behalf of the Association to procure a judgment in its favour, the Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of such Association, if:
 - (a) he or she acted honestly and in good faith with a view to the best interests of the Association; and
 - (b) in the case of a criminal or administrative action or proceeding that is

enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.

- 9.2 The Association shall, with the approval of a court, indemnify any person referred to in 12.1 in respect of an action by or on behalf of the Association to procure judgment in its favour, to which he or she is made a party by reason of being or having been a Director or an Officer of the Association against all costs, charges and expenses reasonably incurred by him or her in connection with such action if he or she acted honestly and in good faith with a view to the best interests of the Association and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.
- 9.3 In accordance with the provisions of the Act, the Association shall indemnify any person referred to in paragraph 12.1 who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Association against all costs, charges and expenses reasonably incurred by him or her in respect of such action or proceedings.
- 9.4 Subject to the limitations contained in the Act, the Association may purchase and maintain such insurance for the benefit of its Directors and Officers of the Association as the Board may from time to time determine.
- **10.0 CORPORATE SEAL**
- 10.1 The Association 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 Executive Director of the Association shall be the custodian of the corporate seal.

11.0 EXECUTION OF DOCUMENTS

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11.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any one of the President, Vice-President, or Executive Director. 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 Association to be a true copy thereof.

- **12.0 MINUTE BOOKS AND RECORDS**

- 12.1 Minute books and records of the Association shall be kept at the Head Office of the Association.

- **13.0 ANNUAL FINANCIAL STATEMENTS**

- 13.1 The Association shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Association reproducing the information contained in the documents with the notice to the Members set forth in Section 5.6. Instead of sending the documents, the Association may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

- **14.0 DISPUTE RESOLUTION**

- 14.1 In the event that a dispute or controversy among Members, Directors, Officers of the Association, committee members or volunteers of the Association arising out of or related to the Articles or these By-laws, or out of any aspect of the operations of the Association 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 of the Association, committee members, employees or volunteers of the Association as set out in the Articles, these 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) 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 Association 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.

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.

- **15.0 EFFECTIVE DATE OF RESOLUTION**

- 15.1 Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Association. 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 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.

- **16.0 EFFECTIVE DATE OF BY-LAWS**

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the ____ day of _____, 2017 and confirmed by the Members of the Corporation by Special Resolution on the ____ day of _____, 2017.

Dated as of the ____ day of _____, 2017.
