

Canadian Audit and Accountability Foundation General By-Laws - No. 1

A By-Law relating generally to the conduct of affairs of

*Canadian Audit and Accountability Foundation
(the Corporation)*

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;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "President" means the Chief Executive Officer of the Corporation, whose duties are defined in section 6.02 (Duties of Officers) of these by-laws.
- h. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- j. "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; and
- k. "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 President 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 the Chair, Vice-Chair, or President, together with any other officer or Director or any other person appointed by the Chair from time to time to have signing authority for the Corporation. 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 Corporate Records

The President shall ensure that records of the Corporation are prepared and maintained at the registered office, in accordance with the Act. The President shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings of all meetings of the Board, members and committees of the Board; the President shall give, or cause to be given, as and when instructed, notices to members, Directors, the auditor and members of committees; the President shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

1.06 Financial Year End

The financial year end of the Corporation shall be March 31st in each year.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.08 Borrowing Powers

The Directors of the Corporation may,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

1.09 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 an electronic notice to its members, by way of an email or website bulletin, stating that the annual financial statements and documents provided in subsection 172(1) are available on the website, and 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

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation composed of individuals, corporations and other entities, all of which are considered persons. membership in the Corporation shall be available to persons 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.

Any member that is not an individual (referred to as an institutional member) may exercise activities and rights of members set out in these By-Laws through a designated officer or other representative. The form of the designation is a matter for each member to determine, but the Board may require proof of the designation in a form satisfactory to it. While some benefits of membership may be conferred to employees of institutional members, the rights of members as outlined in these by-laws are conferred to, and must be exercised through, the designated officer of the institutional member.

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).

2.02 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.03 Membership Dues

The Board may, by resolution, establish annual membership dues in the Corporation and the times and manner in which such fees shall be paid.

The Board may, by resolution, establish a special fee or fees in addition to the annual membership fees.

Members shall pay the annual and any special membership fees on or before the date established for their payment by the Board to maintain their membership in good standing.

2.04 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 the section on membership conditions 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 the conditions outlined in the discipline of members section 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.

2.05 Effect of Termination of Membership

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

2.06 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 3 – MEETING OF MEMBERS

3.01 Notice of Members' Meeting

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

- 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.

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.

3.02 Members Calling a Members' Meeting

The Board shall call a special 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.

3.03 Absentee Voting at Members' Meeting

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- a. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory
 - i. at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the Chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- c. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- d. if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxyholder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of an auditor and the election of Directors,
 - v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of an auditor or the election of Directors, and
 - vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (d) or (e) with respect to any matter to be acted on, the membership is to be voted accordingly;

- e. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- f. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3.04 Nomination of Directors

The Board shall establish, and make publicly available, the process by which nominees are selected to stand for election as Directors.

3.05 Members Proposals Nominating Directors at Annual Members' Meeting

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by members representing no less than 5% of voting rights at the meeting at which the proposal is to be presented.

3.06 Cost of Publishing Proposals for Annual Members' Meeting

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

3.07 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

3.08 Persons Entitled to be Present at Members' Meeting

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 auditor 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.

3.09 Chair of Members' Meeting

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.10 Quorum at Members' Meeting

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be not less than ten members present by proxy and no less than three members present in person. 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. If a quorum is not present at the opening of a meeting, the members present may adjourn the meeting to a fixed time and place but may not transact any business.

3.11 Votes to Govern at Members' Meeting

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

At every meeting each member who is an individual and who is present in person or represented by proxy, on a show of hands or upon a poll, shall have one vote. Every other member, on a show of hands or upon a poll, shall have that number of votes determined by dividing the amount of the annual membership fees paid by the member for the fiscal year in which the determination is being made, divided by the annual membership fees fixed for each member who is an individual for that fiscal year.

3.12 Participation by Electronic Means at Members' Meeting

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

3.13 Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 4 – DIRECTORS

4.01 Duties of the Board

The Board's responsibilities shall include, but not be limited to:

- (a) Governing the organization by setting broad policies and objectives;
- (b) Recruiting, selecting and monitoring the performance of, the President;
- (c) Participating with management in establishing the Corporation's strategic direction and plan and approving the strategic plan;

- (d) Overseeing management's implementation of strategic and operational plans and monitoring the results of planned activities.

4.02 Number of Directors

The Board shall consist of the number of Directors specified in the articles. The articles provide for a minimum and maximum number of Directors and the Board shall be comprised of the fixed number of Directors within that minimum and maximum number as determined from time to time by the Board, provided that the members have delegated such a power to the Board.

4.03 Terms of Directors

Directors' terms shall be set by the Board following the meeting of members at which the Director was elected. Terms shall be limited to four years or less, as required by the Regulations.

4.04 Directors as Members

Each Director shall be a member, or a designated officer or other representative of a member, at the time he or she assumes office and throughout the period he or she holds office.

4.05 Director Independence

Each Director shall, when acting in his or her capacity as a Director, act in the best interests of the Corporation so as to fulfill its purpose and achieve its mission, vision and strategic goals.

SECTION 5 – MEETINGS OF DIRECTORS

5.01 Calling of Meetings of Board

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two Directors at any time.

5.02 Notice of Meetings of Board

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 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 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.

5.03 Regular Meetings of the Board

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.

5.04 Quorum at Meetings of the Board

A majority of the number of current serving Directors shall constitute a quorum of the Board for the transaction of business.

5.05 Votes to Govern at Meetings of Board

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.

5.06 Committees of the Board

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.

The Chair shall be an ex-officio member of all committees.

Unless designated by the Board, each committee may elect its own chair and such chair shall be responsible for convening meetings of the committee and shall supervise the conduct of the duties delegated to the committee.

Any Director is entitled to attend a committee meeting as an observer.

SECTION 6 – OFFICERS

6.01 Appointment of Officers

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer, other than the President, must be a Director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

The Board shall be responsible for the selection and appointment of the President, including overseeing the process by which the appointment shall be determined. Members whose fees fund the Corporation's operations in a significant way shall be consulted as part of the selection process.

6.02 Duties 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. Chair of the Board – The Chair of the Board shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify.
- b. Vice-Chair of the Board – The Vice-Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c. 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 also have responsibility for corporate records, as stated in Sec. 1.05 (Corporate Records).
- d. Other officers, as may be appointed by the Board, shall perform such duties as prescribed by 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.

6.03 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.

SECTION 7 - AUDITORS

Pursuant to the applicable provisions of the Canada Not-for-Profit Corporations Act:

- a) At each annual general meeting of the members of the Corporation the members shall appoint an auditor or auditors to conduct an audit of the annual financial statements of the Corporation. The appointed auditor shall hold office until the next annual general meeting of the Corporation.
- b) The accounts and the financial statements for each fiscal year of the Corporation shall be examined by the auditor or auditors of the Corporation who shall report thereon in accordance with the requirements of the applicable provisions of the Act.
- c) No Director or officer of the Corporation, or the organizations that employ them, shall be appointed an auditor of the Corporation.

SECTION 8 – OFFICIAL LANGUAGES

The exercise and performance of the objectives of the Corporation shall be carried out in the English language and/or the French language, as required.

SECTION 9 – STRATEGIC DIRECTION AND PLAN

In accordance with section 4.01(c) of these By-Laws, the Board shall participate with management in establishing the Corporation's strategic direction and plan, and approve the strategic plan.

As part of the strategic planning process, the Board shall conduct a review of the objectives, structure, organization and operations of the Corporation to determine whether it continues to adequately serve the purpose as outlined in the Articles, and to make recommendations with respect to any variations or modifications which are expedient or desirable and in the best interests of the Corporation and its members.

The strategic review shall be conducted at least once every five years.

SECTION 10 – NOTICES

10.01 Method of Giving Notice

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, 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 auditor 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 President may change or cause to be changed the recorded address of any member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by the President to be reliable. The declaration by the President 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.

10.02 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.

10.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, 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 11 – DISPUTE RESOLUTION

11.01 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 the section on dispute resolution mechanism of this by-law.

11.02 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.

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.

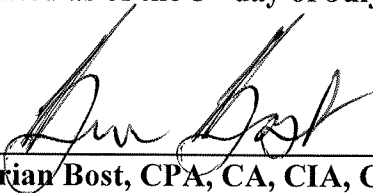
SECTION 12 – BY-LAWS AND EFFECTIVE DATE

Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law 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.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 24th day of February 2014 and confirmed by the members of the Corporation by special resolution on the 8th day of July 2014.

Dated as of the 8th day of July 2014.



Brian Bost, CPA, CA, CIA, CGAP, CRMA