

## ***BY-LAW Number 1***

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

The Chartered Institute of Logistics and Transport in North America / L'Institut Agréé de la Logistique et des Transports en Amérique du Nord. (Changed by Supplementary Letters Patent dated December 29, 2011 from The Chartered Institute of Transport – Canadian Division / L'Institut Agréé des Transport – Division Canadienne)

(the “Corporation”)

### **TABLE OF CONTENTS**

Section 1 — General
Section 2 — Membership – Matters Requiring Special Resolution
Section 3 — Membership Dues, Termination and Discipline
Section 4 — Meetings of Members
Section 5 — Directors
Section 6 — Meetings of Directors
Section 7 — Officers
Section 8 — Notices
Section 9 — Dispute Resolution
Section 10 — Chapters
Section 11 — Effective Date

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

### **SECTION 1 — General**

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-law 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 of not less than 50% plus 1 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 seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

### **1.04 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

### **1.05 Financial Year End**

Unless otherwise ordered by the board of directors, the fiscal year-end of the Corporation shall be September 30th.

### **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.

### **1.08 Amendment of by-laws**

Amendments to the by-laws may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law.

## **SECTION 2 — Membership**

### **2.01 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

#### **Class A Members**

(i) Class A voting membership shall be available only to persons interested in furthering the objects of the corporation and shall be anyone whose application for admission as a member has received the approval of the board consistent with the by-laws of The Chartered Institute of Logistics and Transport (hereinafter “the Institute”).

a) An Honorary Chartered Fellow shall be a Chartered Fellow of the Institute appointed as such by the Council of the Institute, in recognition of outstanding meritorious service to the Institute or to the transport and logistics profession

b) A Chartered Fellow shall be a person elected as such by the board at its discretion who:  
 (a) shall have been nominated for election as a Chartered Fellow by such number of Institute Members and in such manner as determined by the Board from time to time; and  
 (b) (i) at the date of nomination for election or transfer to the grade of Chartered Fellow is a Chartered Member and holds and, for at least seven consecutive years immediately preceding such date has held a high position or series of positions of responsibility in

logistics and transport management; or (ii) prior to nomination for election as a Chartered Fellow, has held such high position or positions of responsibility in logistics and transport management and has achieved such eminence in regard thereto as in the opinion of the board justifies his election as a Chartered Fellow; or (iii) has such special knowledge of the theory or practice of logistics and transport in any of its branches that election as a Chartered Fellow would in the opinion of the board conduce to the achievement of the objects of the Institute; or (iv) has rendered such special contribution to the achievement of the objects of the Institute that election as a Chartered Fellow would in the opinion of the board conduce to the interests of the Institute.

c) A Chartered Member shall be a person elected as such by the board who: (a) shall be nominated for election as a Chartered Member by such number of Institute Members and in such manner as determined by the Board from time to time; and (b) has completed education and training of a nature satisfactory to the board; and (c) (i) at the date of nomination for election or transfer to the grade of Chartered Member is engaged in logistics and transport management and, for at least five consecutive years immediately preceding such date has held a position or positions of responsibility in logistics and transport management satisfactory to the board; or (iii) has at some time or times previous to nomination for election as a Chartered Member held a position or positions of responsibility satisfactory to the board in logistics and transport management and has such special knowledge in regard thereto as in the opinion of the Board justifies his election as a Chartered Member.

d) A Member shall be a person elected as such by the board who: - (a) shall be nominated for election as a Member by such number of Institute Members and in such manner as determined by the board from time to time; and (b) has completed education and training of a nature satisfactory to the board; and (c) is engaged in and has had relevant experience for periods amounting in the whole to three years in or connection with logistics and transport management.

e) The board may create and designate from time to time a grade or number of grades of Affiliate of the Institute, establish criteria for qualification for entry to such grade and formulate such other regulations applicable thereto as it shall determine.

f) A member of each of the following grades in the Institute may, in order to indicate their membership, use the appropriate post nominal letters in respect of such grade, namely:

In the case of an Honorary Chartered Fellow - Hon. FCILT

In the case of a Chartered Fellow - FCILT

In the case of a Chartered Member - CMILT

In the case of a Member - MILT

g) Each member elected shall be entitled to a Certificate evidencing membership of the Institute which shall be in such form as the board may from time to time determine, shall remain the property of the Institute and shall be returned to the Institute upon demand.

(ii) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(iii) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### **Class B Members**

(i) Class B non-voting membership shall be available only to students and who have applied and have been accepted for Class B non-voting membership in the Corporation.

(ii) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

(iii) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Changes) 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 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:

Thirty (30) days prior written notice by mail or by electronic means shall be given to each member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Pursuant to subsection 197(1) (Fundamental Changes) 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 Proxy**

Notice of each meeting of members must remind the member if he has the right to vote by proxy. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the corporation.

Pursuant to subsection 197(1) (Fundamental Changes) 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**

Membership fees and dues shall be established by the board of directors.

### **3.02 Termination of Membership**

A membership in the Corporation is terminated when:

- a) the member dies;
- b) a member fails to maintain any qualifications for membership described in Section 2.01 of these bylaws;
- 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.

### **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 by a vote of 75 per cent of the members of the board 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 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.

### **4.02 Chair of the 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.

### **4.03 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. 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.

### **4.04 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 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.

### **4.05 Annual General Meeting and Special Meetings**

The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place as the board of directors may determine and on such day as the said directors shall appoint. The annual general meeting shall be held during the last quarter of the calendar year. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented, and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or

general at any meeting of the members. The board of directors or the chairperson or executive vice-chairperson shall have power to call, at any time, a general meeting of the members of the corporation. A special meeting shall also be called upon the written request of at least five per cent of all members in good standing.

#### **4.06 Appointment of Auditor**

The members shall at each annual meeting appoint an auditor to audit the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors. The treasurer shall table the auditor's report at the annual general meeting. A copy of the accepted report shall be made available to any member of the corporation upon written request.

## **SECTION 5 — DIRECTORS**

### **5.01 Election and Term**

The property and business of the corporation shall be managed by a board of directors, appointed as follows:

- a) Subject to the articles, the members will elect the directors at each annual general meeting at which an election of directors is required. One member will be elected as the chairperson of the board of directors for a term of two (2) years; the remaining directors will be elected as directors for a term of one (1) year; said directors to serve for a maximum of six (6) terms. Upon the coming into force of this section, directors who have already served three or more terms shall be eligible for a maximum of three (3) additional terms notwithstanding the number of terms already served.
- b) All members of the board of directors are elected by the majority of votes cast by members present and those voting by proxy.
- c) [Deleted]
- d) Candidates for election to the board of directors shall be nominated by at least two (2) members in good standing. Nominations shall be submitted to the nominating committee of the board of directors in advance of the annual general meeting.
- e) Directors must be individuals, 18 years of age, with power under law to contract.

### **5.02 Remuneration of Directors**

Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the board of directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore. The directors shall



serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.

### **5.03 Appointment of Agents**

The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the board of directors. The remuneration of all officers, agents and employees and committee members shall be fixed by the board of directors by resolution.

### **5.04 Indemnities to Directors and Others**

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 company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, except such costs, charges or expenses as are occasioned by own wilful neglect or default, from and against:

a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted, in or about the execution of the duties of the office or in respect of any such liability;

b) all other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof.

### **5.05 Executive Committee of the Board of Directors**

The board of directors shall appoint an executive committee comprising six (6) members of the board of directors, and which committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors. Meetings of the executive committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing by mail or by electronic means to each member of such committee. Four (4) members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

### **5.06 Powers of Directors**

The powers of the directors includes the following:

a) The directors of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its charter or otherwise authorized to exercise and do.

b) The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. 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 Corporation in accordance with such terms as the board of directors may prescribe.

c) The board of directors is hereby authorized, from time to time, to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to a maximum of \$5,000.00 and in such manner as the board of directors, in its discretion, may deem appropriate.

d) The board of directors shall take such steps as they may deem requisite to enable the Corporation 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 Corporation.

e) The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

f) The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### **5.07 Vacation of Director**

The office of director shall be vacated:

a) if a director shall resign his office by delivering a written resignation to the chair of the Corporation. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted.

b) if at a special meeting of the board of directors a resolution is passed by three-quarters (3/4) of the members of the board dismissing the director for cause;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation. The succeeding director shall hold office until the next annual general meeting of members following the election or appointment.

## **SECTION 6 — MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. There shall be at least one (1) meeting per year of the board of directors. Directors may participate in such meeting in person or through electronic conference arrangement. Eight (8) members of the board of directors shall constitute a quorum.

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 7 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.

### **6.03 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.

### **6.04 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.

### **6.05 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.

### **6.06 Minutes**

The minutes of the board of directors or the minutes of the executive committee shall remain under the custody of the secretary of the Corporation and shall be available to the board of directors, each of whom shall receive a copy of such minutes. A copy of such minutes shall be made available to any member of the Corporation upon written request.

## **SECTION 7 — OFFICERS**

### **7.01 Appointment of Officers**

The officers of the corporation shall be a chairperson, executive vice-chairperson, secretary and treasurer and any such other officers as the board of directors may by by-law determine including, but without restricting the foregoing, the President. The chair of the board shall be elected by the members of the Corporation for a two-year term. Officers other than the chair of the board of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following each annual meeting of the members. The officers of the Corporation, other than the chair and the President, shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead. The President shall hold office in accordance with the contract approved by the board. All officers, except the President, shall be directors of the corporation and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the board of directors.

### **7.02 Description of Offices**

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 preside at all meetings of the Corporation and of the board of directors and shall see to the general and active management of the affairs of the Corporation, ensuring that all orders and resolutions of the board of directors are carried into effect.

b) Executive Vice-Chair of the Board - . The executive vice-chairperson shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson and shall perform such other duties as shall from time to time be imposed by the board of directors.

c) President – The president shall report and be accountable to the board of directors for the management of the affairs of the Corporation in accordance with the statement of duties approved by the board of directors and included in the president’s contract. The president

shall advise and assist the board of directors in developing policies, strategic and financial plans, and shall coordinate the implementation of the Corporation's activities and programs to achieve end policies. The president is responsible to the board of directors for the day to day administration of the Corporation and shall also perform such other duties as may from time to time be directed by the board of directors.

d) Secretary – 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; shall give or cause to be given notice of all meetings of the members and of the board of directors; and shall perform such other duties as may from time to time be prescribed by the board of directors. The secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation including the seal of the corporation, 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.

e) Treasurer - The treasurer shall be responsible to the board of directors for the finances of the corporation, and in particular, 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. The treasurer shall also perform such other duties as may from time to time be directed by the board of directors.

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

### **7.03 Vacancy in Office**

In the absence of a written agreement to the contrary, a majority of 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 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 Ontario 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 — CHAPTERS**

### **10.01 Establishment of Chapters**

With the consent of the Corporation, members may constitute themselves in regional or local chapters of the Corporation and conduct their business in a manner consistent with the objects of the Corporation.

- a) Any such chapter shall work harmoniously for the pursuit of the objects of the Corporation.

- b) Any such chapter shall submit to the corporation an annual report of its activities and achievements.
- c) Any such chapter shall not commit to any actual or potential financial liability in excess of the assets in its bank accounts without the express and written agreement of the Corporation, as represented by the President.

**10.02 Termination of a Chapter**

Should a chapter fail to conduct its business in a manner consistent with the objects of the Corporation, the board may revoke its status as a regional or local chapter, subject to ratification by a two-thirds majority of members of the Corporation voting at an Annual or Special General Meeting.

**SECTION 11 — EFFECTIVE DATE**

**11.01 Effective Date**

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 Number 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 26<sup>th</sup> day of April, 2013 and confirmed by the members of the Corporation by special resolution on the sixth day of May, 2013.

Dated as of the tenth day of August, 2013

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