

CANADIAN SWEDISH IRON INC.

Objects:

1. Promoting social and recreational activities among the members of the Corporation.
2. Promoting interest in Volvo cars and related Volvo memorabilia.
3. Providing an opportunity to display Volvo cars.
4. Providing an opportunity to inform and educate about the history of Volvo cars and their repair.
5. Such other purposes not inconsistent with these objects.

Purpose

The purpose of the corporation shall be to promote the ownership, maintenance, recognition, preservation and restoration of all models of Volvo; to act as a source of technical information; to promote camaraderie among the owners of Volvos throughout Canada, the U.S. and elsewhere.

CANADIAN SWEDISH IRON BY-LAW

A by-law relating to the transaction of the affairs of Canadian Swedish Iron.

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Corporation, and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of 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
- j. "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. 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 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution of the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 **Financial**

- a. The financial year end of the Corporation shall be determined by the board of directors.
- b. Annual financial statements must be sent to members 21-60 days before the annual meeting.
- c. The banking business of the Corporation shall be transacted at such bank, trust company 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 be resolution from time to time designate, direct or authorize. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall, from time to time, be determined by resolution of the board and such authority may be general or confined to specific instances.
- d. All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall, from time to time, be determined by resolution of the board, and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation.
- e. An invoice is required for payment of each bill. All bills shall be paid by cheque.
- f. The Corporation will charge a fee for any NSF cheque received.
- g. Except for expenses relating to the newsletter, all expenses over \$500 must be approved by the board. No one may obligate the Corporation for any amount over \$500 without prior approval of the board.

1.05 **Caretakers of Club Assets**

At any one time throughout all levels of the club there are many physical assets belonging to the club being used or stored by members. Any member having possession of such items should endeavour to use due diligence for the safe care and maintenance of said property. Club members will not be held responsible in the event of loss of club materials through fire, theft or damage while such are in their care, custody and control.

1.06 **Archives**

- a. Minutes of meetings shall be kept indefinitely as an ongoing history of the Corporation.
- b. Financial Records – Final year end statements shall be kept indefinitely as an ongoing history of the club. Supporting receipts, cancelled cheques, bank statements etc. may be destroyed after seven (7) years have passed.
- c. One set of newsletters will be kept for the archives.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be only one class of membership in the Corporation. Membership in the corporation shall be available only to individuals interested in furthering the objects and purposes of the corporation. Anyone whose application for admission as a member has received the approval of the board of the corporation, and has paid the membership fee as set by the board, shall be deemed a member in good standing

- a. A corporation or other organization is not eligible for membership.
- b. Ownership of a Volvo is not a prerequisite of membership.
- c. Members in good standing receive an annual membership card and club newsletters. Membership includes spouse and minor children.

2.02 Notice of Meeting of Members

Notice of the time and place of a general 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.

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken.

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 the members.

2.03 Absentee Voting by Mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation 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 Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of the members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified by mail or other electronic method of the membership dues payable by them. The amount of annual dues for members shall be determined by the board and are at the board's discretion. Dues are payable on September 1st of each year. Dues not received by August 31st of each year may result in revocation of membership and privileges.

- a. Members who join after June 30th will receive membership for the following year, and any future mailings in the current year.
- b. Honorary Memberships for meritorious service shall be designated by the directors of the Corporation, and will be given for a designated period of time. Criteria for honorary membership may be revised by a majority vote of the directors.
- c. Anyone who joined in the year before the official charter was signed will be considered a "Charter Member". If a Charter Member does not renew, they will remain as one of the club's "Charter Members", but will lose all rights and voting privileges.
- d. No member of Canadian Swedish Iron has the right to file a suit against the Corporation of Canadian Swedish.

3.02 Termination of Membership

A member of 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 by-laws;
- c. The member resigns by delivering a written resignation to the secretary 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 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. Membership can only be transferred back to the Corporation.

3.03 Discipline of Members

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

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

In the event that the board determines that a member should be expelled or suspended

from membership of 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 – MEETING 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 Annual Meeting

There shall be one (1) Annual Meeting each year, for

- a. the reporting of the previous year's activities;
- b. the reporting of the financial statement and the report of the financial reviewers;
- c. considering and transacting any special or general business;
- d. the appointment of financial reviewers for the following year;
- e. the election of Directors.

All meetings shall be conducted in accordance with the basic principles of Canadian Parliamentary Procedure. In any situation requiring declaration of order, Roberts' Rules of Order shall be consulted and applied.

4.03 Location of 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 in Canada as the board may determine, and on such day as the said board shall appoint. The members may resolve that a particular meeting of members be held outside of Canada

4.04 Chair of the Meetings

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

4.05 **Quorum**

A quorum at any meeting of the members shall be a majority of the members of the board, plus two (2) or more 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.

4.06 **Votes to Govern**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot, or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 – DIRECTORS

5.01 **Election and Term**

The board shall consist of members of the corporation, minimum of 18 years of age, with power under law to contract.

The initial number of directors to be elected will be 6. A change in the number of directors will be determined from time to time by a majority of the directors at a meeting of the board 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 determining the number of directors to be elected to the board. Directors shall serve a term of three (3) years.

The immediate Past-President shall be an ad hoc member of the board, with no voting privileges unless a current Director.

Retiring directors shall be replaced at the expiry of their term by a vote of members at the Annual Meeting. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. Any vacancy on the board may be filled by a vote of the remaining directors. The incoming director, so elected, will serve the unexpired term of his predecessor.

The appointment of Director Emeritus status can be made by a majority vote of the board. This status is only applicable to a member who has, at some point of time, served as a director. A Director Emeritus shall be an ad hoc member of the board, with no voting privileges unless a current director.

Members making up the board shall not receive any stated salary or financial compensation for their services. By a majority vote of directors, a director may be reimbursed for reasonable personal expenses incurred in the performance of his duties.

No more than two (2) members of the same immediate family shall serve at the same time as directors of the Corporation.

5.02 Responsibilities

- a. The board may administer the 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 is hereinafter provided, or save as may be provided by the by-laws of the corporation from time to time, 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 board may, on behalf of the Corporation:
 - i) borrow money on the credit of the corporation; or
 - ii) issue, sell, or pledge securities of the corporation; or
 - iii) charge, mortgage, or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities, or any money borrowed, or other debt, or any obligation or liabilities of the corporation.
- c. The board may authorize any director, officer, or employee of the Corporation or any other member to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, as to the securities to be given therefore, with the power to vary or modify such arrangements for any moneys borrowed or remaining due by the Corporation as the board may authorize and generally manage, transact, and settle the borrowing of money by the corporation.

5.03 Indemnities to Directors and Others

Every director of the corporation and their heirs, executors and administrator, 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, from and against;

- a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which such director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the president, the vice-president or any two (2) directors at any time.

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 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 Virtual Meeting

Meetings held by electronic means must permit all members participating in the meeting to communicate adequately with each other. Each member must consent in advance to the method of communication chosen, and each must have equal access. A majority of those eligible to participate in the meeting must give approval for holding such a meeting. Quorum for a meeting held by electronic means will be agreed upon by those eligible to participate, and in no case will be less than 50%. The recording of votes and any security issues will be the responsibility of the Secretary, or in the absence of the Secretary, a member designated by the President. Votes sent electronically will be acknowledged by the person designated to receive them. All electronic voting will be recorded and the results will be filed with the Secretary until a motion to destroy them has been passed.

6.04 Persons Entitled to be Present at a Meeting of the Board

The only persons entitled to be present at a meeting of the board shall be those entitled to vote at the meeting (the directors) and such other persons who are admitted only on the invitation of the chair of the meeting or by resolution of the members.

6.05 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 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.

6.06 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question by the directors present. In the case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.07 In-Camera Meeting

The board may, at any time during a meeting, decide to go 'in camera' in order to conduct a private discussion. Prior to going 'in camera' it shall be decided what type (if any) of minutes shall be taken and distributed.

6.08 Committees

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

SECTION 7 – OFFICERS

7.01 Description of Offices

There shall be a President, Vice-President, Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person, and may or may not be members of the board. Additional offices may be created by the board as the need arises. The President and Vice-President of the corporation shall be elected by the board from among its members at the first meeting of the board after the annual election of such board members. The Secretary and Treasurer of the corporation shall be appointed by the board at the first meeting of the board after the annual election of such board members. In default of such election, the then incumbents shall hold office until their successors are elected.

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

- a. **President of the Board** – The President of the board shall be a director. 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 of the board shall, when present, chair all meetings of the board of directors and of the members. The President shall have such other duties and powers as the board may specify.
- b. **Vice-President of the Board** – The Vice-President shall be a director. If the President of the board is absent or is unable or refuses to act, the Vice-President of the board shall, when present, preside at all meetings of the board of directors and of members. The Vice-President shall have such other duties and powers as the board may specify.
- c. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. **Treasurer** – The Treasurer shall have such powers and duties as the board may specify.

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

7.02 Other Positions of Responsibility

- a. **Membership Chair** – The Membership Chair is appointed by the board from within the membership. The Membership Chair shall be responsible for keeping records of new and renewing memberships, and ensuring that members receive a membership card as a receipt for payment of annual dues, plus appropriate copies of the newsletters. Money collected will be recorded and deposited in the Corporation's bank account or forwarded to the Treasurer for deposit. Each year the Membership Chair will compile a list of current memberships as of the deadline for accepting renewals.

The Membership Chair will be responsible for ensuring that new memberships can be purchased at club events or by other means as determined by the board.

- b. **Newsletter Editor** – The Newsletter Editor is appointed by the board from within the membership. The Editor shall be responsible for the editing and production of the club's newsletter, and any other club publication as required and directed by the board.

As a "voice" of Canadian Swedish Iron Inc., this is not a position to be undertaken without a firm commitment to the club and an understanding of the importance of this job. It is the responsibility of the Editor to produce a quality publication, delivered in a timely manner to the general membership, within a determined price range and in sufficient quantities. The Editor should immediately report to the President any problems that arise in achieving these goals.

The club newsletter should at all times reflect the club's objectives, and endeavour to present reports, news and information that is interesting and timely to all members. The Editor should attempt to acknowledge any and all contributions and ensure that any submitted items are returned if so requested. The Editor shall use discretion to edit out any slanderous, biased or unfair statements that may be contained in submissions to the newsletter. If doubt arises as to the appropriateness of a submission or statement, the Editor shall consult the President and together make a decision. The 'Disclaimer of Responsibility' for content and advertising shall appear in each and every issue. A complete and up-to-date listing of the board and officers and their positions shall be included in each issue, along with contact information (phone and/or e-mail address). The club's year end financial report shall be published annually in the newsletter.

- c. **Webmaster** – The Webmaster is appointed by the board from within the membership. The Webmaster shall create, develop, coordinate and administer the Canadian Swedish Iron site (www.canadianvolvoclub.org), including links to any associated sites that may be appropriate for the club.

It is imperative that the Webmaster work in very close association with the board. The Webmaster will attempt at all times to have the web site reflect a fair and suitable image of Canadian Swedish Iron. As a "voice" of Canadian Swedish Iron, this is not a position to be undertaken without a firm commitment to the club and

an understanding of the importance of this job. It is the responsibility of the Webmaster to produce a quality web site, updated in a timely manner for the general membership (minimum quarterly), including upcoming events, photos from club events, and any other information requested by a member of the board. The Webmaster should work closely with the Newsletter Editor, using the club's newsletters or communications from the Editor to ensure that important information is included on the club's web site. The Webmaster shall use discretion to edit out any slanderous, biased or unfair statements that may be contained in submissions to the web site. If doubt arises as to the appropriateness of a submission or statement, the Editor shall consult the President and together make a decision. A 'Disclaimer of Responsibility' for content shall appear on the club's web site. A complete and up-to-date listing of the board and officers and their positions shall be included, along with contact information (club e-mail addresses). The Webmaster should immediately report to the President any problems that arise in achieving these goals.

- d. **Nominating/Appointments Committee** – The Nominating/Appointments Committee will be comprised of the Past President, plus any two (2) members in good standing. The Past President will serve as the Chairperson, and will be responsible for the election proceedings at the Annual Meeting by:
 - ensuring an election notice is published in the newsletter at least 10 days prior to the elections
 - bringing a list of nominees to the Annual Meeting (the Chairperson will provide written agreement from those being nominated if they are unable to attend the Annual Meeting to accept in person);
 - calling for nominations from the floor;
 - providing ballots if needed;
 - overseeing the collection and counting ballots, and destroying them after the election is complete.
- e. **Financial Review Committee** – The Financial Review Committee will consist of a minimum of two (2) members in good standing, chosen by the membership. Directors and Officers are not eligible to serve as Financial Reviewers. They will jointly audit the financial accounts of the Corporation for the current fiscal year and will submit a statement of accounts for the current fiscal year. The Financial Reviewers will hold office until the Annual Meeting, when they will be replaced or re-appointed by a majority vote. The directors may fill any casual vacancy in the office of the Financial Reviewers. Any remuneration of the Financial Reviewers or an auditor shall be fixed by the board.

7.03 Vacancy in Office

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

- a. the officer's succession being appointed,
- b. the officer's resignation
- c. such officer ceasing to be a director (if a necessary qualification or appointment)

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
- b. if mailed to such person at such person's recorded address
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose
- 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. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant 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.

8.02 Invalidity of any Provision 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 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 the process of dispute resolution as follows:

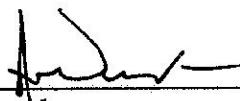
- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators 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 arbitrators in force in the province or territory where the registered office of the Corporation is situated, or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- d. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

10.1 **Section 10 – EFFECTIVE DATE**

Subject to the matters requiring special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, revised as enacted by the directors of the Corporation by resolution on the 27th day of September, 2015 and confirmed by the members of the Corporation by special resolution on the 18th day of October, 2015.

Dated as the 18th day of October, 2015.



President



Secretary