



# **AFRO CANADIAN CONTRACTORS ASSOCIATION**

(herein after called the “Corporation”)

## **General By-Laws**

### **Interpretation**

#### 1. Registered Office

“Act” refers to the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 containing the regulations in accordance to the Act, and any statute or regulations which may be substituted or amended from time to time;

“Articles” means the supplemented, amended or restated Articles of Incorporation of the Corporation;

“Board” in relation to a Corporation, means directors of the Corporation;

“By-Laws” refers to the rules of the Corporation which is to be applied to all future occasions;

“Chair” refers to the president of the Board of Directors;

“Director” means a director appointed to the board of a Corporation;

“Meeting of members” refers to the annual or general meeting of the members of the Corporation;

“Special Meeting of Members” refers to a meeting of any class or classes of shareholders;

“Ordinary resolution” means a resolution passed by at least 50% of the members plus 1 of the votes cast on that resolution;

“Proposal” means a proposal submitted to the Corporation by a member which satisfies the requirements under section 163 (Member Proposals) of the Act.

“Regulations” means the regulation under the Act as published or amended from time to time and every regulation that may be substituted therefore and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the regulation shall be read as references to the substituted provisions therefore in the new regulations;

#### **General Bylaw Changes: Sections**

**13. Reference** Minutes NO.17 Nov. 24, 2021 (30-day notice rule), NO. 6 Feb 12, 2020 (fees & payment structures)  
**29. Reference** Minutes NO. 30 Feb 1, 2022 (Director term of office), NO. 29 Dec 7, 2022 (Director term of office)

“Soliciting Corporation” refers to a corporation which has received more than \$10,000 in income from public sources in a single financial year.

“Special resolution” refers to the regulations framed under the Act, as amended or restated from time to time;

In this by-law where the context requires, words importing the singular include the plural and vice versa and words importing gender include all genders.

“Person” refers to an individual, body corporate, partnership, trust and unincorporated organization.

Save as aforesaid, all words and terms in this by-law shall have the same definition and application as in the Act.

## **Registered Office**

### 2. Registered Office:

The Corporation’s registered office is situated in Canada as specified in the Articles of Incorporation.

### 3. Notice of Registered Office:

A notice of registered office in the form that the director fixes will be sent to the director together with any articles that designate or change the province where the corporation’s registered office is situated.

### 4. Change of Address:

The directors of the Corporation may change the Corporation’s registered office to another place within the province stated in the articles, for which the corporation will send to the director a notice of registered office in the form that the director fixes.

## **Records**

### 5. Director’s Records:

The Corporation will prepare and maintain adequate accounting records having minutes of meeting of the directors and any committee of directors as well as resolutions adopted by the directors or any committee of directors. These records shall be kept at the registered office of the Corporation or at any other place that the director thinks fit.

## **Borrowing, Banking and Securities**

### General Bylaw Changes: Sections

13. **Reference** Minutes NO.17 Nov. 24, 2021 (30-day notice rule), NO. 6 Feb 12, 2020 (fees & payment structures)  
29. **Reference** Minutes NO. 30 Feb 1, 2022 (Director term of office), NO. 29 Dec 7, 2022 (Director term of office)

6. Banking Arrangements:

The banking business of the Corporation will be performed at bank, trust company or other firm or corporation carrying on a banking business in Canada or some other place as the board of directors may dictate by resolution. The banking business or any part of it will be performed by an officer or officers of the Corporation and/or other persons as the board of directors may dictate by resolution.

7. Borrowing Powers:

The directors of the Corporation may, without authorization of the members: i) borrow money on the credit of the corporation; ii) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; iii) give a guarantee on behalf and

iv) 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.

## **Membership**

8. Membership Conditions:

Subject to the articles, there shall be one class of members in the corporation. Membership shall be available to individuals interested in promoting the Corporation's purposes and who have submitted membership application and been accepted by board resolution or in other manner as dictated by the board.

Every member of the Corporation shall have the right to receive notice of, attend and vote at all meetings of the members of the Corporation.

9. Membership Transfer:

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

## **Meeting of Members**

10. Notice of Members Meeting:

A meeting of the members shall be called by giving notice during a period of 21 to 60 days before the day on which the meeting will take place. Such notice shall be sent by hand delivery or by post or by electronic means before the time when the meeting is to be held. According to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is needed to amend the by-laws of the Corporation to change the way of providing notice to members having the right to vote at member's meeting.

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11. Members calling a members' meeting:

A special meeting of members will be called by the board of directors pursuant to section 167 of the Act on formal written request of members holding not less than 5% of the voting rights. If the directors fail to call a meeting within twenty-one (21) days of receiving the formal written request, any member who signed the written request may call the meeting.

12. Proxy:

According to section 171(1) of the Act, members may appoint proxies to cast vote on their behalf at a meeting of members and exercise his rights within the authority conferred by the proxy. These proxy holders are not required to be members to attend and act at the meeting. A proxy shall be in writing and executed by the member or by his attorney authorized in writing and shall meet the requirements of the Act. If there is adjournment of the meeting, the proxy is valid for the reconvening meeting following the meeting specified in the proxy.

13. Membership dues:

There will be dues payable by members for Corporation's membership. Fees can be paid upfront or quarterly if membership is class A or class B. If member (s) hold an outstanding invoice, notice will be given in writing of outstanding dues. Unpaid dues will receive a maximum of 30 days grace from the date of notice. A membership will be cancelled if payment is not received within the 30-day period.

14. Membership Termination:

A membership in the Corporation is terminated when the member dies or resigns, expelled or terminated pursuant to the articles or by-laws, term of membership expires, corporation is liquidated and dissolved under the Act or submission of a written resignation letter to the chair of the board of the Corporation and such resignation will be effective on the date stated in the resignation.

15. Effect of Termination of Membership:

Subject to the articles, once the membership is terminated, the member has no rights in the property of the Corporation.

16. Discipline of Members:

The board has the authority to suspend or expel any member of the Corporation if the member breached any provision of the articles, by-laws, or written policies of the Corporation or conducted in a manner harmful to the interest of the Corporation as determined by the board in its sole discretion or for any other reason which the board considers to be reasonable with respect to the purpose of the Corporation. Pursuant to this section, if written submissions are received, the board will take into consideration such submissions in reaching at a final decision and shall

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inform the member regarding the final decision within twenty (2) days from the date of receipt of the submissions. The board's decision shall be final, and the member has no right of appeal.

Once the board decides that a member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be delegated by the board, will provide twenty (20) days notice of suspension or expulsion to the member stating the reasons for the suspension or expulsion. The member may respond to the notice received within twenty (20) days by making a written submission to the President, or such other officer as may be delegated by the board. If the member fails to or do not make a written submission to the President, the President or any other officer delegated by the Board will inform the member of his suspension or expulsion from the Corporation.

17. Proposal Nominating Directors at Annual Members' Meetings:

Subject to the Regulations under the Act, any proposal with respect to nominations for the election of directors must be signed by not less than 5% of the members having the right to vote at the meeting where the proposal is to be submitted.

18. Cost of Publishing Proposals for Annual members' Meeting:

The member will pay the cost for the submission of proposal and any statement in the notice of the meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members attending the meeting.

19. Place of Members' Meeting:

Pursuant to section 159 (Place of Members' Meetings) of the Act, meetings of the members may take place anywhere in Canada as dictated by the board. The meeting may take place outside Canada, provided that the members having the right to vote agree to such proposition.

20. Persons Entitled to be present at Members' Meeting:

Members, non-members, directors, and the public accountant of the Corporation can attend the meeting of members, however the attendance of non-members requires prior approval of the board of directors. But only the members having the right to vote can cast their vote at the meeting of members pursuant to the provisions of the Act.

21. Chair of Members' Meeting:

If the chair and vice-chair of the board are absent, the members having the right to vote present at the meeting will elect or appoint from among themselves a person to chair the meeting.

22. Quorum at members' meeting:

A quorum at any members' meeting (unless the Act requires a greater number of members to be present) will be majority of the members having the right to vote at the meeting. If there is presence of quorum at the opening of members' meeting, the members present may continue with the business of the meeting even if the quorum is not present throughout the meeting.

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23. Voting at Members' Meeting:

Every matter at any members' meeting will be decided by majority of the votes cast on the matter unless otherwise provided by the articles or by-laws or by the Act. In the case of an equality of votes on any matter at a board meeting, the Chair of the meeting shall be entitled to a second or casting vote.

24. Participation by electronic means at Members' Meetings:

If the Corporation desires to make available a telephonic, electronic or other communication facility that enable all participants to communicate satisfactorily with each other during members' meeting, any person having the right to be present in such meeting may take part in the meeting by means of telephonic, electronic or other communication facility in the manner described by the Act. A person taking part in a meeting by such means is considered to be present at the meeting. Notwithstanding any other provision of this by-law, any person taking part in a members' meeting according to this section who has the right to vote at that meeting may vote pursuant to the Act, by means of telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

25. Members' meeting held entirely by Electronic means:

Pursuant to the Act, the directors or members of the Corporation may call a members' meeting and determine if the meeting can take place entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate satisfactorily with each other during the meeting.

26. Resolution in lieu of meetings:

Written resolutions signed by all members entitled to vote in the members' meetings are deemed as valid as if they were adopted in the meetings. A copy of these resolutions shall be kept with the minutes of the meetings.

## **Directors**

27. Management:

Subject to any unanimous member agreement, articles and the Act, the business activities of the Corporation will be managed and supervised by the directors. They must ensure:

- i) the objects of the Corporation are properly carried out, the corporation does not undertake activities outside the Corporate objects
- ii) ensure the corporation does not undertake activities outside the Corporate objects;
- iii) set long range objectives and strategic plans for the Corporation.

28. Number of directors:

The board shall be made up of the number of directors as stated in the articles. If the articles state the minimum and maximum number of directors, the board shall be made up of the fixed number

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of directors as dictated by the members by ordinary resolution or if the ordinary resolution authorizes the directors to dictate the number, by resolution of the board. For a soliciting corporation, there must be at least three (3) directors of which, at least two (2) of the directors are not officers or employees of the Corporation or its affiliates.

29. Term of Office of directors:

The directors are volunteers on the Board and are not required to be a Platinum member. Directors are elected to hold the position for a 3- year term with a maximum of 2 terms. At the second 3-year term, the director must be voted in at the next AGM, additionally new directors can be voted in at this time. President & VP cannot leave in the same year.

30. Qualification:

A person shall not hold office as a director of a Corporation if he is:

- less than 18 years of age;
- if he is incapable;
- if he is not an individual or
- if he has the status of a bankrupt.

31. Removal of directors:

The members of a Corporation may remove any director or directors from their position at the Corporation by ordinary resolution at a special meeting except a director who is elected by a class or group of members having an exclusive right to elect the director may only be removed by ordinary resolution of these members.

32. Vacation of Office:

A director's term ends when he or she dies, resigns, is removed from office, is declared to be incapable by a court, becomes a bankrupt, or has his or her term of office expire.

33. Filling vacancies:

If there is vacancy due to the removal of director from his position at members' meeting, the members can elect another person to serve as a director. If the members fail to fill the vacancy, a quorum of the directors will fill the vacancy after that meeting by appointing another person to serve as a director.

34. Consent Requirement of director:

A person must consent to become a director of the Corporation. Those who have been elected or appointed as directors and attends the meeting when the election or appointment took place, are considered to have given the consent to act as a director unless they refuse. If they are not present at that meeting, they must consent in writing to their election before that meeting or within ten (10) days after that meeting or serve as a director after the election or appointment.

## Meeting of Directors

### General Bylaw Changes: Sections

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35. Calling of Meetings of Board of Directors:

The chair of the board, the vice-chair of the board or any two (2) directors at any time may call board meetings; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If there is only one director for the Corporation, the director may call and initiate the meeting. Such meetings shall be held at least once every year.

36. Notice of Meeting of Board of Directors:

The notice for the board meeting will be provided to every director of the Corporation not less than twenty-one (21) days before the time when the meeting is to take place. The notice shall state the time and place for the board meeting and the notice will be sent in the following manner:

- i) delivered personally to the latest address as shown in the last notice that was sent by the Corporation pursuant to section 128 (Notice of Directors) or 134 (Notice of change of directors) or 134 (Notice, of change of directors);
- ii) mailed by prepaid ordinary mail to the director's address as set out in (a)
- iii) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- iv) by an electronic document pursuant to Part 17 of the Act.

It is not required to provide notice of a meeting if all directors are present, and none opposes the conduct of the meeting, or if those not present have waived the notice or have expressed their consent to the conduct of such meeting.

37. Notice of an adjourned meeting:

It is not necessary to provide a notice for an adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, notice of the meeting do not require to state the purpose of the business to be performed at the meeting except that a notice of meeting of directors will state any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

38. Regular Meetings of the Board of Directors:

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. Each director will be sent a copy of any resolution of the board fixing the place and time of regular meetings of the board after being passed, but no other notice shall be required for any such regular meetings if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted thereat to be stated in the notice.

39. Voting at Meetings of the Board of Directors:

Every matter at all board meetings will be decided by majority of the votes. In the case of an equality of votes on any matter at a board meeting, the Chair of the meeting shall be entitled to a second or casting vote.

40. Quorum:

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For the meeting of board of directors, the quorum of directors in attendance must be made of minimum 25% directors who are resident Canadians. If the Corporation has only one director, that director can initiate a meeting.

41. Committees of the Board of Directors:

The board may appoint any committee or other advisory body if it's necessary for such purposes and, subject to the Act, with such powers as the board will see fit. Any such committee may prepare its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The board of directors may remove any committee member by resolution.

42. No alternate directors:

No person is permitted to act for an absent director at a meeting of directors.

43. Resolution in lieu of meetings:

Written resolutions by all communication facilities and approved by all directors entitled to vote on these resolutions at board meetings are deemed as valid as if they were adopted in person at a meeting. A copy of these resolutions shall be kept with the minutes of the meetings.

## **Officers**

44. Appointment of Officers:

The board may appoint officers on an annual or more frequent basis, state their duties and, subject to the Act, delegate to such officers the power to manage the business of the Corporation. A director may be appointed to any office of the Corporation. It is not required for an officer to be a director unless the by-law states. A person may hold two or more offices.

45. Officers of the Corporation:

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

i) Chair of the Board:

The chair of the board appointed shall be a director and shall conduct all the meetings of the board of directors and of the members. The chair will have powers and duties as stated by the board. During the absence of the chairman of the board, his duties and powers shall be exercised by the President.

ii) Vice-Chair of the Board:

The vice-chair of the board appointed shall be a director have powers and duties which the board may prescribe. In the absence of the chair of the board or is unable or refuses to act, the

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vice-chair will exercise the duties and powers of the chair and conduct all meetings of the board of directors and of the members.

iii) President:

The President shall act as the Chief Executive Officer of the corporation and subject to the authority of the board, shall run the business and affairs of the corporation and he shall exercise such powers and duties which the board may specify.

iv) Secretary:

The secretary shall attend all meetings of the board, members and committees of the board and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings. The secretary when instructed shall provide required notices to members, directors, the public accountant and members of committees. The secretary shall also be the custodian of all books, papers, records, documents and other instruments belonging to the corporation, and the secretary shall exercise other duties as prescribed by the board. It is the duty of the board to see that the person appointed as the secretary is competent to discharge the functions of secretary of the corporation.

v) Treasurer:

The treasurer appointed shall exercise powers and duties as prescribed by the board.

46. Officer Vacancies:

The board may remove any officer of the Corporation in the absence of a written agreement to the contrary with or without cause. If the officer is not removed, he will hold the position until the earlier of:

- i) The officer's successor being appointed,
- ii) The officer's resignation,
- iii) Such officer ceasing to be a director (if a necessary qualification of appointment) or
- iv) Such officer's death.

If any positions of the Corporation become vacant, the directors may appoint a person by resolution to fill such vacancy.

47. Method of Giving Notice:

Any notice (which term includes any communication or document), other than notice of a members' meeting of the board of directors, to be provided (which term includes sent, delivered or served) according 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 will be adequately provided:

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- i) 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 sent by the Corporation pursuant to section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- ii) if mailed prepaid ordinary or air mail to such person at such person's recorded address;
- iii) if sent to such person at the recorded address by telephonic, electronic or other communication facility; or
- iv) if given in the form of an electronic document in accordance with Part 17 of the Act.

A notice delivered will be considered to have been given when it is personally delivered or to the recorded address as aforesaid; a notice mailed will be considered to have been given when placed in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication will be considered to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change the address of any member, director, officer, public accountant or member of a committee of the board if any reliable information with respect to the change of address is received. The declaration by the secretary that the notice has been provided according to his bylaw is adequate and conclusive evidence of providing the notice. Any director or officer's signature to any notice or other documents given by the Corporation may be written, typewritten or printed or partly written, stamped, type-written or printed.

## **Duties and Liabilities of Directors and Officers**

### 48. Duties:

Directors and officers of the Corporation shall exercise due care, diligence and skill that a reasonably prudent person would exercise and act honestly, in good faith and in the best interests of the Corporation. They must comply with the Act and its regulations, the articles, the by-laws and any unanimous member agreement.

### 49. Liability:

A director who votes or consents to a resolution permitting any of the following is liable to repay the Corporation any money or other property so paid or distributed:

- i) A payment or distribution to a member, a director or an officer contradictory to the Act;
- ii) A payment of an indemnity, which is an obligation to pay for any loss or damage that has been or might be caused by another individual contradictory to the Act.

## **Conflicts of Interest, Indemnification and Remuneration**

### 50. Conflicts of Interest:

Directors and officers must disclose in writing any personal interest or concern in a material contract with the Corporation. Failure of the director or officer to report such disclosure will

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enable the corporation or a member to request that the court set aside the contract and the director, or the officer repay any profits gained from the contract.

51. Indemnification:

The Corporation shall/may purchase insurance to protect directors and officers from liabilities incurred while exercising their duties, agree to provide compensation to directors and officers for losses they might suffer or cost they might incur in exercising their duties, except if the director or officer failed to act honestly, in good faith and in the corporation's best interests or advance funds to directors and officers to aid them in paying the cost of defending themselves from legal suit.

52. Remuneration of directors, officers and members:

The directors of the Corporation are entitled to set reasonable amount of remuneration for the directors, officers and employees of a corporation, unless the Corporation's articles or by-laws state a different arrangement. Subject to the Act, a director, officer or member may receive reasonable remuneration and expenses for any services to the Corporation that are performed in any other capacity.

### **Mediation and Arbitration**

53. Mediation and Arbitration:

Any disputes or controversies among members, directors, officers, committee members or volunteers of the Corporation are to be resolved in conformity with mediation and/or arbitration as stated in section 55 of this by-law.

54. Dispute Resolution Mechanism:

When any dispute or controversy emerges among members, directors, officers, committee members or volunteers of the Corporation with respect to the articles or by-laws, or out of any aspect of the operation of the Corporation is not resolved through private meetings between the parties then without prejudice or diminishing the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as stated in the Articles, by-laws of the Act and instead of initiating a law suit, such dispute or controversy will be settled by dispute resolution procedure in the following manner:

i) The dispute or controversy will be first submitted to a panel of mediators, where one party chooses or appoints one mediator, the other party (or if applicable the board of the Corporation) chooses or appoints one mediator, and the two mediators together will choose or

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appoint a third mediator. The three mediators shall then meet the disputing parties to resolve and mediate.

- ii) If the disputing parties agree, the number of mediators can be minimized from three to two or one.
- iii) If the parties fail to resolve the dispute through mediation, then the parties shall agree that the dispute will be resolved through arbitration by a single arbitrator, who shall not be any of the mediators mentioned above, pursuant with the provincial or territorial legislation regulating domestic arbitration in force in the province or territory where the registered office of the Corporation is located or as otherwise agreed by the disputing parties. The parties agree that all proceedings with respect to arbitration shall be kept confidential and there will be no disclosure of any kind. The decision of the arbitrator shall be final and binding and the recourse to appeal on a question of fact, law or mixed fact of law is not available.

The disputing parties shall equally bear the costs related to the appointment of mediators pursuant with this section. The arbitrator shall determine the costs of the appointed arbitrators pursuant with this section which is to be borne by the disputing parties.

## **Notice**

### **55. Method of Giving Notice:**

Any notice (which term includes any communication or document), other than notice of a members' meeting of the board of directors, to be provided (which term includes sent, delivered or served) according 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 will be adequately provided:

- v) 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 sent by the Corporation pursuant to section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- vi) if mailed prepaid ordinary or air mail to such person at such person's recorded address;
- vii) if sent to such person at the recorded address by telephonic, electronic or other communication facility; or
- viii) if given in the form of an electronic document in accordance with Part 17 of the Act.

A notice delivered will be considered to have been given when it is personally delivered or to the recorded address as aforesaid; a notice mailed will be considered to have been given when placed in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication will be considered to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The

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secretary may change the address of any member, director, officer, public accountant or member of a committee of the board if any reliable information with respect to the change of address is received. The declaration by the secretary that the notice has been provided according to his bylaw is adequate and conclusive evidence of providing the notice. Any director or officer's signature to any notice or other documents given by the Corporation may be written, typewritten or printed or partly written, stamped, type-written or printed.

## **Miscellaneous**

### **56. Corporate Seal:**

The Corporation shall keep a corporate seal in the form approved by the board. Once the corporate seal is approved by the board, the secretary shall be the keeper of the corporate seal.

### **57. Annual Financial Statements:**

The Corporation will send a copy of the annual financial statements and other documents to the members as stated in subsection 172(1) (Annual Financial Statements) of the Act. The Corporation shall also send a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure to obtain a copy of the documents themselves free of cost. The Corporation need not send the documents or a summary to a member who declines in writing to receive such documents.

### **58. Execution of documents:**

Any two (2) officers or directors of the Corporation may sign deeds, transfers, assignments, contracts, obligations and other instruments in writing which requires execution by the Corporation. Moreover, the board may dictate the manner a document will be executed by a person or persons. Any person permitted 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.

### **59. Invalidity of Provisions of this By-law:**

The invalidity or unenforceability of any provision of these by-laws will not affect the validity or enforceability of the remaining provisions.

### **60. Omissions and Errors:**

The accidental omission to provide 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 given notice pursuant with the by-laws or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained founded on such notice.

### **61. Financial year:**

#### **General Bylaw Changes: Sections**

**13. Reference** Minutes NO.17 Nov. 24, 2021 (30-day notice rule), NO. 6 Feb 12, 2020 (fees & payment structures)

**29. Reference** Minutes NO. 30 Feb 1, 2022 (Director term of office), NO. 29 Dec 7, 2022 (Director term of office)

The financial year of the corporation shall end on the 3rd day of September in each year.

62. By-law amendment:

The provisions of this by-law may be amended or repealed by ordinary resolution with the approval of the members. The board of directors are not authorized to amend or repeal the by-laws without the approval of the members. 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.

63. Effective date:

Subject to the provision of the Act, this by-law shall come into force when enacted by the directors.

As approved on October 08, 2020 by the Board of Directors

**General Bylaw Changes: Sections**

**13. Reference** Minutes NO.17 Nov. 24, 2021 (30-day notice rule), NO. 6 Feb 12, 2020 (fees & payment structures)

**29. Reference** Minutes NO. 30 Feb 1, 2022 (Director term of office), NO. 29 Dec 7, 2022 (Director term of office)