

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

ATLANTIC COUNCIL FOR INTERNATIONAL COOPERATION
(the "Council")

BY-LAW NO. 1

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuanc
the Council from the *Canada Corporations Act* (R.S.C. 1970, c. C-32) to the *Canada Not-for
profit Corporations Act*, this By-law No. 1, being a by-law relating generally to the conduct o
the affairs of the Council, replaces all by-laws of the Council under the *Canada Corporation
Act*.

TABLE OF CONTENTS

SECTION 1 - DEFINITIONS, INTERPRETATION AND LANGUAGE

- 1.01 *Definitions*
- 1.02 *Interpretation*
- 1.03 *Languages*

SECTION 2 - FINANCIAL MATTERS

- 2.01 *Execution of Documents*
- 2.02 *Financial Year End*
- 2.03 *Banking Arrangements*
- 2.04 *Borrowing Powers*
- 2.05 *Annual Financial Statements*
- 2.06 *Corporate Seal*

SECTION 3 - MEMBERSHIP

- 3.01 *Membership Conditions*
- 3.02 *Membership Transferability*
- 3.03 *Membership Dues*
- 3.04 *Termination of Membership*
- 3.05 *Effect of Termination of Membership*
- 3.06 *Discipline of Members*

SECTION 4 - MEETINGS OF MEMBERS

- 4.02 *Members Calling a Members' Meeting*
- 4.03 *Proposals at Annual Members' Meetings*
- 4.04 *Cost of Publishing Proposals for Annual Members' Meeting*
- 4.05 *Place and Date of Members' Meeting*
- 4.06 *Persons Entitled to be Present at Members' Meetings*
- 4.07 *Quorum at Members' Meetings*
- 4.08 *Votes to Govern at Meetings at Members' Meetings*
- 4.09 *Participation by Electronic Means at Members' Meetings*
- 4.10 *Members' Meeting Held Entirely by Electronic Means*
- 4.11 *Absentee Voting*

SECTION 5 - DIRECTORS

- 5.01 *Who May Serve as Director*
- 5.02 *Number of Directors*
- 5.03 *Term of Office of Directors*
- 5.04 *Removal from the Board*
- 5.05 *Remuneration*

SECTION 6 - MEETINGS OF BOARD OF DIRECTORS

- 6.01 *Calling of Meetings of Board of Directors*
- 6.02 *Notice of Meeting of Board of Directors*
- 6.03 *Regular Meetings of the Board of Directors*
- 6.04 *Quorum at Directors' Meetings*
- 6.05 *Votes to Govern at Meetings of the Board of Directors*
- 6.06 *Committees of the Board of Directors*
- 6.07 *Executive Committee*

SECTION 7 – OFFICERS

- 7.01 *Appointment of Officers*
- 7.02 *Description of Offices*
- 7.03 *Vacancy in Office*

SECTION 8 – EXECUTIVE DIRECTOR

- 8.01 *Appointment and Duties*

SECTION 9 – PROCEDURAL MATTERS

- 9.01 *Invalidity of any Provisions of this By-law*
- 9.02 *Omissions and Errors*

SECTION 10 – DISPUTE RESOLUTION

- 10.01 *Mediation and Arbitration*

SECTION 11 – BY-LAWS AND EFFECTIVE DATE

- 11.01 *Effective Date*

SECTION 1 - DEFINITIONS, INTERPRETATION AND LANGUAGE

1.01 Definitions

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

"**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;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Council;

"**Board**" means the Board of Directors of the Council and "Director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of the Council as amended and which are, from time to time, in force and effect;

"**Council**" means the Atlantic Council for International Cooperation, a corporation continued under the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23

"**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;

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

"**proposal**" means a proposal submitted by a member of the Council that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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

"**rules and procedures/policies**" means the documents published as approved by the Board, in accordance with the by-law, governing internal matters of the Council pursuant to and subject to the provisions of the Act; and

"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 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Languages

French and English are the official languages of ACIC. Each member may function in the official language of their choice.

SECTION 2 - FINANCIAL MATTERS

2.01 Execution of Documents

All contracts, documents or any other instrument in writing requiring the signature of the Council, shall be signed by any one of the Chair, Treasurer, Executive Director or Vice-Chair designated by the Board of Directors, and cheques shall be signed by any two of the above. The Board of Directors may by resolution appoint other senior staff to sign cheques and contracts for operations already approved by the Executive Committee or Board of Directors. All contracts, deeds, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality.

2.02 Financial Year End

The financial year end of the Council shall end on the 31st day of March of each year.

2.03 Banking Arrangements

The banking business of the Council shall be transacted at such bank, credit union, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere 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 Council

and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

2.04 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

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

2.05 Annual Financial Statements

Subject to the Act, ACIC will have an annual, audited financial statement prepared by a qualified independent public accountant, appointed by ordinary resolution by the members at each annual meeting.

The audited financial statement for the most recent fiscal year will be presented to the members at the Annual General Meeting.

The Council 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 Council and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

2.06 Corporate Seal

The Council may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the Board, the Executive Director of the Council shall be the custodian of the corporate seal.

SECTION 3 – MEMBERSHIP

3.01 Membership Conditions

Membership shall be open to charitable or not for profit associations or organizations, institutions, individuals or other entities interested in furthering the Council's purposes and which meet membership criteria for each class established by the Board of Directors.

Subject to the articles, there shall be two classes of members in the Council, namely, "regular members" and "associate members". The Board of Directors of the Council may, by resolution, approve the admission of the members of the Council. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

Regular Members

- a) Regular voting membership shall be available to charitable or not for profit associations and organizations, or institutions which have applied and have been accepted for Regular voting membership in the Council.
- b) The term of membership of a Regular voting member shall be subject to renewal without question, upon payment of dues, in accordance with the policies of the Council.
- c) As set out in the articles, each Regular voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular voting member in good standing shall be entitled to one (1) vote at such meetings.

Associate Members

- a) Associate non-voting membership shall be available to individuals and for-profit entities which have applied and have been accepted for Associate non-voting membership in the Council.
- b) The term of membership of an Associate non-voting member shall be subject to renewal without question, upon payment of dues, in accordance with the policies of the Council.
- c) Subject to the Act and the articles, an Associate non-voting member shall not be entitled to receive notice of and attend, but shall not be entitled to vote at, meetings of the members of the Council.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

3.02 Membership Transferability

Membership is not transferable. Membership cannot be transferred to another class without approval from the Board.

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

3.03 Membership Dues

The membership dues shall be established by the Board of Directors from time to time, subject to the ratification of the members at the next annual general meeting.

3.04 Termination of Membership

A membership in the Council is terminated when:

- a) the member dies, or, in the case of a member that is an organization, association, institution or other entity, it is liquidated and dissolved;
- b) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Council is liquidated or dissolved under the Act.

Any member may resign from membership upon notice in writing to the Council.

3.05 Effect of Termination of Membership

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

3.06 Discipline of Members

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

- a) violating any provision of the articles, by-laws, or written policies of the Council;
- b) carrying out any conduct which may be detrimental to the Council 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 Council.

In the event that the Board determines that a member should be expelled or suspended from membership in the Council, the Executive Director, or such other officer as may be designated by the Board, shall provide thirty (30) 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 of appeal within such thirty (30) day period to the Executive Director, or such other officer as may be designated by the Board, to be presented to the membership at the first annual general meeting following receipt of the notice.

In the event that no written submissions are received by the Executive Director, the Executive Director, 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 Council.

If written submissions appealing the suspension or expulsion are received in accordance with this section, the membership will consider such submissions at the annual general meeting. The membership's decision shall be final and binding on the member, without any further right of appeal.

The Executive Director, or such other officer as may be designated by the Board, shall notify the member concerning such final decision within a further thirty (30) days from the date of the annual general meeting.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Notice of Members' Meetings

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

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, at their most recent address as indicated in the records, 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.

Non-receipt of notice does not invalidate procedures for the meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

4.02 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

4.03 Proposals at Annual Members' Meetings

A member entitled to vote at an annual meeting of members may submit to the Council notice of any matter that the member proposes to raise at the meeting, referred to in this paragraph as a "proposal"; within 90 to 150 days before the anniversary of the previous annual meeting of members.

Subject to the regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

4.04 Cost of Publishing Proposals for Annual Members' Meetings

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

4.05 Place and Date of Members' Meeting

The annual meeting of the members of the Council shall be held at the place designated by the Board of Directors, on the day and at the time prescribed by the Board, which date shall be within fifteen (15) months of the last annual general meeting and not more than six (6) months following the end of the fiscal year of the Council. At such a meeting, the members shall elect Board of Directors and shall receive a report of the work and financial statement of the Council

4.06 Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Council are entitled to be present at a meeting of members. However, only those members entitled to vote at the member meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

4.07 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20 percent 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.

4.08 Votes to Govern at Meetings at Members' Meetings

Unless otherwise required by the Act or the articles of the Council, questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should it be determined, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the chair or any member shall refer the question to be decided by a majority vote of the members. 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.

4.09 Participation by Electronic Means at Members' Meetings

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

4.10 Members' Meeting Held Entirely by Electronic Means

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

4.11 Absentee Voting

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 or by means of a telephonic, electronic or other communication facility if the Council 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 Council without it being possible for the Council 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 members.

SECTION 5 – DIRECTORS

5.01 Who May Serve as Director

- a) The Board of Directors shall be comprised of one representative from each Atlantic province and four directors-at-large.
- b) If possible, at least one board member will be francophone and at least 50% of the Board will be women.
- c) At least three-quarters of the Board will be Regular members. Remaining directors are not required to be members of the Council, but may be Associate members.
- d) Members of the Board of Directors shall serve in a personal capacity.

5.02 Number of Directors

- a) The Board of Directors shall have the power to fix the number of Directors as determined from time to time by resolution of the Board. As outlined in the articles, this number may not be fewer than three (3) or greater than fifteen (15), of whom at least two are not officers or employees of the Council.
- b) The Directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous meeting of members.

5.03 Term of Office of Directors

- a) The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.
- b) Directors shall assume their duties at the close of the general meeting at which they were elected.
- c) A person can serve as Director of the Council for a maximum of two consecutive terms.
- d) A director elected to fill a vacancy holds office for the unexpired term of their predecessor. In such circumstance, the unexpired term will not be considered as one of the two consecutive terms.
- e) The Board of Directors may designate that the terms of certain positions open for election may be for a duration of one year instead of two years so that only one half of the directors will be elected in any one Annual General Meeting.

5.04 Removal from the Board

The office of any Director shall be automatically vacated if:

- a) he or she dies;
- b) a written resignation is provided to the Council;

- c) subject to section 130 of the Act, a majority of members of the Council, by ordinary resolution at a special meeting, vote to remove said director;
- d) the Director ceases to be with the ACIC member organization he or she was serving at the time of his or her election, or if the organization ceases to be a member of ACIC, unless otherwise determined by the Board of Directors;
- e) the Director elected as a provincial representative changes her or his province of residence, unless otherwise determined by the Board of Directors; or
- f) the Director becomes disqualified under section 126 of the Act.

Vacancies in the Board, however caused, may be filled at the discretion of the remaining Directors until such time as the members can elect a representative at the next annual meeting of members.

5.05 Remuneration

The members of the Board of Directors as such shall not receive any remuneration for their services, but expenses of their attendance at meetings or conferences may be paid.

SECTION 6 - MEETINGS OF BOARD OF DIRECTORS

6.01 Calling of Meetings of Board of Directors

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.

6.02 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every Director of the Council not less than seven (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 of the Board of Directors

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 Quorum at Directors' Meetings

A majority of the number of Directors of the Council or the minimum number of Directors required by the articles, whichever number is greater, shall constitute a quorum.

6.05 Votes to Govern at Meetings of the Board of Directors

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.

6.06 Committees of the Board of Directors

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.

6.07 Executive Committee

- a) The Executive Committee is composed of the Chair, Vice –Chair, Secretary, and Treasurer as voting members and the Executive Director as a non-voting member.
- b) Between meetings of the Board, the Executive Committee will administer the affairs of the Board in accordance with 138 (2) of the Act.
- c) A majority of the members of the Executive Committee, one of who shall be the Chair or Vice-Chair, shall constitute a quorum.
- d) The Chair at each meeting of the Board of Directors shall provide to the Board of Directors all minutes of meetings of the Executive Committee approved by the Executive Committee since the most recent meeting of the Board of Directors.

- e) All acts of the Executive Committee shall be reviewed by the Board and unless ratified by the Board, such acts shall only have force until the next Board meeting, and in default of ratification shall at and from the time cease to have force.

SECTION 7 – OFFICERS

7.01 Appointment of Officers

- a) The Executive Committee is composed of the Chair, Vice –Chair, Secretary, and Treasurer as voting members and the Executive Director as a non-voting member.
- b) Between meetings of the Board, the Executive Committee will administer the affairs of the Board in accordance with 138 (2) of the Act.
- c) A majority of the members of the Executive Committee, one of who shall be the Chair or Vice-Chair, shall constitute a quorum.
- d) The Chair at each meeting of the Board of Directors shall provide to the Board of Directors all minutes of meetings of the Executive Committee approved by the Executive Committee since the most recent meeting of the Board of Directors.
- e) All acts of the Executive Committee shall be reviewed by the Board and unless ratified by the Board, such acts shall only have force until the next Board meeting, and in default of ratification shall at and from the time cease to have force.

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 Council, if designated and if officers are appointed, shall have the following duties and powers associated with the positions:

- a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors, Executive Committee and of the members. The chair shall have such other duties and powers as the Board may specify.
- b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.

- c) Treasurer – The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Council and shall deposit all monies and other valuable effects in the name and to the credit of the Council and in such depositories as may be designated by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and Board of Directors at the regular meetings of the Board of Directors, or whenever they may require it, an account of all financial transactions and of the financial position of the Council. The Treasurer may, with the consent of the Board of Directors delegate duties to the Executive Director of the Council and shall perform such other duties as may from time to time be determined by the Board of Directors.
- d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and executive committee of the board. The secretary shall enter or cause to be entered in the Council'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 Council. The Secretary may, with the consent of the Board of Directors delegate duties to the Executive Director of the Council and shall perform such other duties as may from time to time be determined by the Board of Directors.

The powers and duties of all other officers of the Council shall be such as the terms of their engagement call for or the Board or Executive Director 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, the Board may remove, whether for cause or without cause, any officer of the Council. 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 Council shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – EXECUTIVE DIRECTOR

8.01 Appointment and Duties

The Board shall appoint an Executive Director of the Council who shall be responsible for the day-to-day operations of the Council. The person in this position shall report directly to the Board of Directors, develop and implement the Council's strategies, manage staff, oversee the operations of the head office, act as an official spokesperson for the Council and shall perform all such other duties as are customary for an executive director of an organization similar in size and operation to the Council. The Executive Director shall be responsible for the general management of the affairs of the Council and shall perform such other duties that may be prescribed by the Board of Directors or the Chairperson.

The Executive Director shall attend all sessions of the Board of Directors and the Executive Committee and all annual or special general meetings of the members and shall be responsible for ensuring there is recording of all votes and minutes of all proceedings in the books to be kept for these purposes. The Executive Director shall give or cause to be given notice to all such meetings.

The Executive Director will be required to be accountable for his or her actions at each Board of Directors meeting and at the annual members meeting. The Executive Director shall be appointed by the Board to hold office according to the terms of his/her contract.

SECTION 9 – PROCEDURAL MATTERS

9.01 Invalidation 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.

9.02 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 Council 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 10 – DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Unless otherwise required by the provisions of the Act, disputes or controversies among members, directors, officers, committee members, or volunteers of the Council must be resolved

in accordance with mediation and/or arbitration as provided the section on dispute resolution mechanism of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Council arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Council 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 Council 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 Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Council 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.
- e) 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 11 – BY-LAWS AND EFFECTIVE DATE

11.01 Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Council. Any such by-law, amendment or repeal

shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

This By-law shall come into force on the date that the Council continues under the *Canada Not-for-profit Corporations Act*.

CERTIFIED to be By-Law No. 1 of the Council, as approved by the members of the Council special resolution on the 13th day of June, 2014, and to be effective on the date that Council continues under the *Canada Not-for-profit Corporations Act*.

DATED as of the 13th day of June, 2014.



NADYA LADOUCEUR – Director



BRIAN TOMLINSON – Director

This By-Law No. 1 came into force on July 28th, 2014, the date of continuance as reflected on the Certificate of Continuance issued by Industry Canada under the *Canada Not-for-profit Corporations Act*.