
BY-LAW NO. 1

A By-law relating generally to the conduct of
the activities and affairs of

THE NATIONAL COUNCIL OF BARBADIAN ASSOCIATIONS IN CANADA INC.

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A By-law relating generally to the conduct of the activities and affairs of

THE NATIONAL COUNCIL OF BARBADIAN ASSOCIATIONS IN CANADA INC.
(the “Corporation”)

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

SECTION 1 – GENERAL

1.1 Name:

The name of the Corporation shall be “The National Council of Barbadian Associations in Canada Inc.

1.2 Purposes: The Purposes of the Corporation are:

1. To assist in the orientation and adaption of Canadian residents of Barbadian origin to the Canadian milieu and to foster a better understanding of Canada.
2. To promote and develop a strong Barbadian Canadian identity.
3. To provide a forum for communicating among the various Barbadian organizations in Canada.
4. To develop and maintain links with other Barbadian associations around the world.
5. To develop a strong public voice on issues affecting Barbados and Canada relations and development.
6. To promote cultural and educational activities among its members to further the understanding and appreciation of the Barbadian heritage.
7. To work in cooperation with the Barbados Consulate and associated entities to promote tourism, trade, cultural exchanges between Barbados and Canada.
8. To actively participate with other organizations whose educational, social and recreational activities contribute to the development of Barbados and the lives of Barbadians living in Canada.
9. To provide financial aid to deserving individuals in their educational pursuit.

1.3 Definitions

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

- (1) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including the regulations made pursuant to the Act, in each case, as such statute or regulations may be amended, restated or in effect from time to time.
- (2) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (3) **“Board”** means the board of directors of the Corporation.
- (4) **“By-laws”** 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.
- (5) **“Director”** means a member of the Board.
- (6) **“meeting of members”** includes an annual meeting of members or a special meeting of members; and **“special meeting of members”** includes a meeting of any class of member and a special meeting of all members entitled to vote at an annual meeting of members.

1.4 Interpretation

- (1) In the interpretation of this By-law, words in the singular include the plural and vice-versa and words in one gender include all genders.
- (2) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.5 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this/her By-law.

1.6 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.7 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the President and one of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person

authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.8 Financial Year End

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

1.9 Banking Arrangements

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

1.10 Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. 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.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

1.11 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in such subsection 172(1) are available at the registered office of the Corporation, and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 – DIRECTORS

2.1 Directors

The government of the Corporation is vested in the Board of Board Directors. The Board shall consist of a maximum of Nine (9) directors. At least three of the directors are not to be officers of the Corporation.

2.2 Powers of Directors

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding not for profit.

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 resolutions as the Board may from time to time make.

2.3 Election and Term of Office of Directors

At the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year (3) terms.

2.4 Proposals Nominating Directors at Annual Members' Meetings

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.

2.5 Removal of a Director

A Director shall automatically cease to hold office if:

1. A resolution to that effect is passed by a two-thirds majority of the Members of the Corporation voting at a meeting duly called for that purpose; or
2. The Director otherwise ceases to be eligible as a Member under the terms of Article 6 of these By-laws;

3. Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be dropped for excess absences from the Board if he/she has three absences with out due notice from Board meetings in a year;

2.6 Remuneration of Directors

- The Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from his/her position. Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

2.7 Directors' Accountability

- The Board and individual Directors represent the Membership of the Corporation and are directly accountable to said Membership. They also have a fiduciary duty to those who provide funds to the Corporation and to its staff for the sound administration of the Corporation. In addition, they have a general duty of trust to those served by the Corporation and to the general public;
- Every Director of the Corporation shall exercise the powers and discharge the duties of his/her office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances;

SECTION 3 – MEETINGS OF DIRECTORS

3.1 Calling of Meetings

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

3.2 Attendance at Board and Committee Meetings

Each Member shall be present for at least Two-Thirds (2/3) of all Board and respective Committee meetings within the fiscal year or removal proceedings under Article 2.5 will automatically be enacted.

3.3 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 7.1* to every Director of the Corporation not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding

of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of a 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.

3.4 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

3.5 Quorum

Quorum for Board meetings shall be 2/3 of the Board of Directors holding positions in attendance in person or via teleconference. If quorum is reached at any point during a meeting, all Board votes and decisions thereafter until adjournment shall be deemed to be made under quorum.

3.6 Votes to Govern

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

3.7 Order Of Monthly Business Meetings

1. Call to order;
2. Reading of minutes;
3. Adoption of minutes;
4. Correspondence;
5. Officers' Reports;
6. Unfinished business;
7. New Business;
8. Date and time of next meeting; and
9. Adjournment

3.8 Committee(s)

The current committee of the Corporation is:

- i. National Executive Committee.

3.9 National Executive Committee

- a. Consists of the President, Vice President, Secretary, Treasurer and Immediate Past President.
- b. A member of the Committee, who is not elected Director, may be removed by a majority vote of the Board of Directors.
- c. A member of the Committee, who is an elected Director, can only be removed by a majority vote of the members of the corporation at a special meeting of members called for that purpose alone.
- d. Shall be responsible for:
 1. The interpretation and implementation of the policies and programs of the corporation as directed by the Board of Directors.

3.10 Meetings of the National Executive Committee

- a. May be called at any time and place by the President or the request of at least five (5) Board Members, with at least three (3) days notice.
- b. Notice of meeting shall be in writing, to all members of the Committee.
- c. The purpose of the meeting shall be stated. Business conducted at the meeting shall be limited to the prestated purpose.
- d. The President shall preside at its meetings.

3.11 Quorum at National Executive Committee Meeting.

A quorum at any meeting of the National Executive shall be three (3) members. If there is a quorum at the opening of the meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.12 Votes to govern meetings

At all meetings of the committee, 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 casting vote.

3.13 Participation by Electronic Means.

Participation at meetings may be by telephonic, electronic or other communication facility.

SECTION 4 – APPOINTMENT OF OFFICERS

4.1 Description of Offices

(1) 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** – 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 activities and affairs of the Corporation;
- (b) **Vice-President** – shall be a Director. In the absence of the President, the Vice-President shall assume all the duties and responsibilities of the President.
- (c) **Secretary** – shall be a Director. 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** – shall have such powers and duties as the Board may specify. The Treasurer may be elected as a Director.
- (e) **Ex Officio Director** – The immediate past President of the Corporation, shall be a Director of the Corporation.
- (f) **Other Directors** - A member or members of the corporation who are not officers can be elected as a Director in order to meet the required number of Directors of the corporation.

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

4.2 Vacancy in Office

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

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such officer's death.

(2) If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

SECTION 5 – MEMBERS

5.1 Membership Conditions

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

Class A Members

- a. Class A voting membership shall be available only to any **Barbadian Association** that subscribes to the aims and objectives of the corporation and who have applied and have been accepted for Class A voting membership in the Corporation.
- b. The Presidents of each organization or a designate selected by the Board of Directors of the organization, shall be the Board member of the National Council.

- c. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- d. Each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- a. Class B non-voting membership shall be available only to **members Of Barbadian Associations** that are Class A members, who have applied and have been accepted for Class B non-voting membership in the Corporation.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. Class B non-voting member shall not be entitled to receive notice of, attend or heard, or vote at meetings of the members of the Corporation.
- d. Class B Members are not entitled to vote separately as a class or a group on any proposal to:
 - (1) Effect an exchange, reclassification or cancellation of all or part of the membership of Class B Members.

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

5.2 Membership Dues

All Members, except honorary members shall pay such annual dues as are established by the corporation and ratified at the annual general meeting. Annual membership dues not paid within one calendar month of the membership renewal date, the members in default shall automatically cease to be voting members of the Corporation.

5.3 Termination of Membership

- (1) A membership in the Corporation is terminated when:
 - (a) the member dies, or, in the case of a member that is a body corporate, the body corporate is dissolved;
 - (b) the member fails to maintain any qualifications for membership described

in Section 5.1;

- (c) the member resigns by delivering a written resignation to the chairperson of the Board, in which case such resignation shall be effective on the date specified in the resignation;
 - (d) the member is expelled in accordance with Section 5.4 or is otherwise terminated in accordance with the Articles or By-laws;
 - (e) the member's term of membership expires; or
 - (f) the Corporation is liquidated or dissolved under the Act.
- (2) 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.

5.4 Discipline of Members

(1) 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 and absolute discretion; or
- (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.

(2) If the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide 20 days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 20-day period. If no written submission is 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 a written submission is received in accordance with this/her Section 5.4(2), the Board shall consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 6 – MEETINGS OF MEMBERS

6.1 Notice of Meeting of Members

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

- (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.

6.2 Place of Members Meeting

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

6.3 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 or the 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.

6.4 Chair of the Meeting

The Chairman of each Meeting of the Board shall be selected from among the representatives of the Class A Member Barbadian Organizations in the alphabetical order of those Organizations on a rotating basis.

6.5 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be Two Thirds (2/3) 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.

6.6 Votes to Govern

At any meeting of members, every question shall, unless otherwise provided by the Articles, the By-laws or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands, 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

6.7 Absentee Voting by Mail Ballot

Pursuant to subsection 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.

6.8 Order of business at the Corporation's Annual General Meeting.

1. Call to Order;
2. Adoption of Agenda;
3. Reading of minutes;
4. Correspondence;
5. President's report;
6. Treasurer's report;
7. Approval of Current Year's Business Plan
8. Report of committees;
9. Unfinished business;
10. New business;
11. Nomination of new members;
12. Constitution and By-laws amendments;

SECTION 7 – NOTICES

7.1 Method of Giving Notices

(1) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was

sent by the Corporation in accordance with such sections 128 (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director;

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

SECTION 8 – CONFLICTS OF INTEREST

8.1 Conflicts of Interest of Directors and Officers

Where a Director or Officer, either on his/her/his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Director, he/she:

- Shall disclose his/her interest fully at a meeting of the Directors in the manner prescribed by the Canada Corporations Act;
- Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter in the meeting;
- Shall not take part in the discussion of or vote on any question in respect of the matter; and,

- Shall not in any way whether before, after or during the meeting to influence the voting on any such question. The pecuniary or personal interest, direct or indirect, of an immediate family Member shall, if known to the Director or Officer be deemed to be also the pecuniary interest of the Director or Officer;

Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting;

SECTION 9 – OMISSIONS AND ERRORS

9.1 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, 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 10 – DISPUTE RESOLUTION

10.1 Dispute Resolution Mechanism

If a dispute or controversy among the Corporation, members, Directors, officers or committee members of the Corporation or arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be resolved by a process of dispute resolution as follows (to the exclusion of such persons instituting a law suit or legal action):

- (a) the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. 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; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 11 – AMENDMENT AND REPEAL

11.1 Amendment

(1) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board 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.

(2) Section 11.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

11.2 Repeal

All previous by-laws of the Corporation are repealed as of the coming into force of this/her By-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this/her By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this/her By-law and until amended or repealed.

SECTION 12 - DISSOLUTION

12.1 Action

In the event of liquidation, dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities, shall not be available for any member of the corporation but shall be distributed to one or more organizations which are “qualified donees” as defined in the Income Tax Act (Canada) and which carry on similar activities to those of the corporation, as determined by the Board of Directors.

SECTION 13 – RULES OF ORDER

- 13.1 Robert's rules of order shall be the authority of the corporation on parliamentary law and its usage, unless otherwise provided by this Bylaw.
- 13.2 Sexually Inclusive Language. In these bylaws and every other bylaw and resolution of the corporation the singular shall include the plural, the plural shall include the singular and the masculine shall include the feminine and the neuter and the sentence shall be read and construed as if the changes required in the context had been made. The headings in this bylaw are inserted for the convenience of reference only and shall not affect the construction or the interpretation of this by law.

SECTION 14 - EFFECTIVE DATE

14.1 Effective Date

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

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the day of , 2014 and confirmed by the members of the Corporation by special resolution on the day of , 2014.

Dated as of the day of , 2014.

Name:

Position:

Schedule A

Position Description of the President

Role Statement:

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitate co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas: Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction: Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal: Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan: Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation: Serves as the Board's primary contact with the public.

Reporting: Reports regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct: Sets a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship.: Serves as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as member on all Board committees.

Schedule B

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct: Supports the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management: Keeps a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings:. Gives such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Schedule C

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds: The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct: Maintains a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Financial Statement: Presents to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Quarterly Statements: Presents to the Board on a quarterly basis, interim financial statements showing receipts and disbursements and any other information relating to the corporation's financial position.