

Undergraduates of Canadian Research-Intensive Universities Bylaws

UCRU acknowledges that our members live, work and study across Canada on the traditional and unceded territory of many Indigenous peoples including the Cree, Dené, Métis, Sioux, Huron-Wendat, Attawandaran, Anishinaabeg, Haudenosaunee, Leni-Lunaape and the many distinct Coast Salish peoples.

UCRU is committed to advocating for the needs of Indigenous students and furthering Indigenization, decolonization, and reconciliation in our communities and beyond.

UCRU is committed to the principle of equity and shall work to prevent and remedy discrimination against post-secondary students in Canada, including discrimination on the basis of age, ancestry, belief, citizenship, creed, ethnicity, family status, gender expression, gender identity, marital status, place of origin, race, sex, or sexual orientation.

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

The Association of Undergraduates of Canadian Research-Intensive Universities

(the "Corporation")

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

1. Definitions

In this by-law and all other by-laws of the Corporation, 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 Corporation;

"board" means the board of directors of the Corporation;

"director" means a member of the board;

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

"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 Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

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

"unanimous resolution" means a resolution passed by 100% of the votes cast in that resolution.

“**U15**” means the U15 Group of Canadian Research Universities, an association of 15 Canadian public research universities.

The motion to approve auditors, receive financial documents and the auditor’s report, and to approve the minutes shall all be carried by ordinary resolutions.

Motions to amend the by-laws shall be carried by special resolutions except as otherwise provided herein.

2. **Precedence**

Where there is a conflict between these by-laws and governing legislation, the governing legislation shall prevail.

The board may undertake no action, enact no policy, or procedure that shall conflict with these by-laws.

3. **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.

A day for the purposes of these by-laws shall be equal to twenty-four hours.

The working language of the Corporation shall be English.

The Corporation shall commit to provide French communication, advocacy efforts, consultation, and feedback to reflect the bilingual nature of the country of incorporation.

Members of UCRU shall be entitled to speak in both English and French at the Meeting of the Members.

These by-laws are comprised of Articles, Sections, Subsections, and Clauses. Where “these” by-laws are referenced, it makes reference to the document in its entirety.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

4. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors, so long as at least one signor is the Chair, Secretary-Treasurer, or Vice-Chair. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type

of document shall be executed. Any 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.

5. Financial Year End

The financial year end of the Corporation shall be April 30th in each year.

6. Borrowing Powers

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

- a. borrow up to \$10,000 on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 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 Corporation.

7. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or 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 for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. 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 special 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 to persons who have applied and have been accepted for Class A voting membership in the Corporation, and are:
 1. any student union or government that has membership encompassing most or all of the undergraduate population of a U15 post-secondary institution, or any organization that supersedes the U15 shall be eligible to be a member of UCRU upon a special majority of members approval
 2. ii. Any undergraduate student organization that does not belong to a U15 post-secondary institution, but is deemed similar enough to justify membership in the Corporation can be accepted by a unanimous resolution of the board.
- b. Class A members shall be responsible for paying fees as determined by these by-laws and expenses incurred and approved by the board.
- 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. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- e. Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation and are:
 1. any student union or government that has membership encompassing most or all of the undergraduate population of a U15 post-secondary institution, or any organization that supersedes the U15, which is not already a Class A member, as described herein at section 8(a)(1) shall be eligible to be a member of UCRU upon a special majority of members approval
 2. ii. Any undergraduate student organization that does not belong to a U15 post-secondary institution, and are not a Class A member, but are deemed similar enough to justify membership in the Corporation by a unanimous resolution of the board.
- f. Class B Members shall be considered associate members, and shall at all times be entitled, but not required, to access such privileges and duties as determined by the board. Where such Class B Member accesses such

privileges and duties as determined by the board, they shall also abide by associated duties as provided by the board.

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

Pursuant to subsection 197(1) (Fundamental 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).

9. Transferring Membership

A member shall not assign or sell its membership to another person or entity and any attempt by a member to do so shall be void. A membership may only be transferred to the Corporation. 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.

10. Notice of Members Meeting

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 30 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 30 days before the day on which the meeting is to be held.

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.

11. 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 10% 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.

12. Directors Calling a Members' Meeting

The board of directors may call a special meeting of members upon a resolution by a majority of the directors.

13. Annual Members' Meeting

There shall be an annual meeting of members, which shall be held within four-hundred and fifty (450) days of the last annual meeting of members.

A first notice shall be circulated to members with the date of the annual meeting of members and a deadline for a submission of resolutions. The dates shall be chosen by the board by ordinary resolution. The date of first notice shall be no sooner than twenty-eight (28) days before the date is set for the annual meeting of members.

Resolutions shall be submitted to the Chair by the date appointed by the board, which shall be no sooner than twenty-one (21) days before the date of the annual meeting.

All resolutions shall be evaluated by the board for inclusion or exclusion from the agenda, in line with these by-laws and the Act.

The board shall set the agenda for the meeting and shall circulate it to the members.

Items that must be discussed at the meeting are the annual financial report; Directors' report and auditor's report, the election of directors, passing resolutions; and the appointment of the auditor and the fixing of their remuneration.

14. Absentee Voting at Members' Meetings

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 Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

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

15. Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within six (6) calendar months of the membership renewal date the members in default shall automatically have their membership of the Corporation suspended.

The Membership renewal date shall be the first of June for each calendar year.

Members shall be notified a total of 3 times in one month intervals, before their membership is terminated.

16. Suspension of Membership

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

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

As a matter of disciplinary action, any member may be suspended for a period of not more than two (2) years by a vote made by a special resolution of all members present;

Suspended members may request a vote of readmittance by the board within ninety (90) days of the date of their suspension;

Suspended members are entitled to receive notice for meetings of the board, and submit an ordinary resolution for readmittance;

Suspended members are not members for the purposes of these by-laws, unless explicitly established through motion or statement by the board.

- d. Dues from suspended member schools shall be suspended.

17. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member withdraws, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the section on membership conditions of these by-laws;

- c. the member withdraws in accordance with Article 18 by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the withdrawal;
- d. the member is expelled in accordance with any Article in this by-law pertaining to the discipline of members 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.

18. Withdrawal of Membership

In the event that a member intends to withdraw from the Corporation, it must provide written notice no less than thirty (30) days and no more than ninety (90) days before the effective date of withdrawal.

The member's self-termination of membership shall take effect at the end of the same fiscal year ninety that the Corporation has received written notice of the member's intention to leave.

No financial penalty shall be assessed on a member that chooses to withdraw. The member shall retain existing debts to the corporation, including any and all membership dues outstanding for the membership year in which the withdrawal takes effect, shall be due and owing to the Corporation on the official date of withdrawal.

Any changes to the bylaw with regard to Article 18. shall require unanimous resolution of all member schools and not take effect for 18 months after its approval.

19. 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.

20. Committees

- a. The board may from time to time establish a committee or 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.
- b. The board may terminate any committee or other advisory body as it sees fit, subject to the Act.

- c. The size, composition, structure, and election process for members of any such committee shall be established by the board, subject to the Act. Any such committee shall operate within the rules and directions the board may from time to time make. Any committee member may be removed by resolution of the board, subject to the Act.
- d. The voting composition of committees shall represent the voting composition of the UCRU board of directors.

21. 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.

22. 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.

23. 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 of the members entitled to vote at such meeting so agree, outside Canada.

24. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. Except as required by law, the delegates present representing the members may vote to remove non-members present.

25. Chair of Members' Meetings

In the event that the chair of the board the vice-chair, or the secretary treasurer of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

26. 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 a majority of the members entitled to vote at the meeting.

27. Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the motion fails.

28. Participation by Electronic Means at Members' Meetings

If the Corporation 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 Corporation has made available for that purpose.

29. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation 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.

30. Powers of Directors

The Board of Directors shall:

- a. Manage the affairs of the Corporation including but not limited to creation of internal procedures;
- b. Direct the Chair and Vice-Chair in the areas of government relations, and public affairs, research support, policy generation, communication initiatives and any other duties that may be assigned;
- c. Participate in the research, policy, advocacy, and publicity missions of the Corporation ;

- d. Oversee the strategic planning of the Corporation;
- e. Engage in consultation with students in an equitable and inclusive manner;
- f. Maintain records of decisions and other important documents, including documents required by government legislation or judicial order and shall be accessible to all board members;
- g. Determine what information of the Corporation is disclosed to the public, or kept confidential to the board, confidential to the Members, except where determined elsewhere by law or in these Bylaws;
- h. Authorize the reimbursement of reasonable expenses incurred by the Directors in carrying out their duties, including the reasonable expenses incurred by member associations engaged in projects approved by the board.
- i. A Director shall not be deemed to have a conflict of interest in any matter by mere reason of the matter involving or affecting the Member Association which appointed them. A Director shall be free to vote on any question affecting the Member Association which appointed such Director.

31. Number of Directors

The board shall consist of the number of directors specified in the articles which is between five and twenty directors. The board shall be comprised of the fixed number of directors as determined from time to time by the members by special resolution of the board.

The board shall consist of one (1) director selected by each member.

32. Term of Office of Directors

Each Director shall hold office for the duration of their term as a representative of their respective student government, which shall not exceed one year, unless such Director is reappointed as a representative of their student government the following year. A Director shall cease being a Director of UCRU upon the submission of their resignation, or the completion of their term at their respective student government.

33. 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; provided that for the first Corporation meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

34. 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 to every director of the Corporation not less than 5 days before the time when the meeting is to be held by one of the following methods: delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); mailed by prepaid ordinary mail to the director's address as set out in (a); by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or by an electronic document in accordance with Part 17 of the Act. 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.

35. 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.

36. Quorum at Meetings of the Board of Directors

A quorum at any meeting of the board (unless a greater number of members are required to be present by the Act or these by-laws) shall be a $\frac{1}{2}$ rounded up majority of the directors entitled to vote at the meeting.

37. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by an ordinary resolution on the question unless otherwise specified in these bylaws. In case of an equality of votes, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

Abstentions shall be excluded in the determination of a resolution threshold for a majority vote.

Additions to the agendas shall be permitted at the discretion of the Chair, or by a majority of directors present. Any ruling of the chair may be overruled by a majority vote. The board may, at their discretion, adopt or adapt a parliamentary authority, which shall be binding except where it may conflict with the Act of these bylaws.

38. 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.

Votes at committees may only be cast by members of the board of directors, however members of the committee may be non-board members.

39. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. Two or more offices may not be held by the same person.

An officer may continue to hold their office upon cessation of their status as a director, and may continue to serve subject to replacement or removal under section 42 of these bylaws.

40. Officers of the Corporation

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) The Chair of the board and President (the “Chair”) shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The Chair shall, subject to the authority of the board, have general supervision of the affairs of the Corporation and shall be responsible for: developing, coordinating, and executing the Corporation’s government and stakeholder relations strategy in collaboration with the board; overseeing the policy development process of the Corporation; overseeing any staff by providing direction for their duties and responsibilities; implementing the strategic plan; maintaining a working knowledge of the Corporation’s complete policy; and maintaining the public

image and online presence of the Corporation. 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 be responsible for: the assumption of the duties and powers of the Chair in the event that the Chair is unable or unwilling to fulfill their duties and/or powers; assisting the Chair and board in the development and execution of the Corporation's strategic plan with regards to internal and external policy; assisting and overseeing the Corporation's government and stakeholder relations strategy in coalition with the board; and maintaining a working knowledge of the Organization's complete policy. The Vice-Chair shall have such other duties and powers as the board may specify.
- c) Secretary Treasurer – The Secretary Treasurer shall attend and be the secretary of all meetings of the board, members and committees of the board. The Secretary & Treasurer of the board shall be a director. The Secretary & Treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary Treasurer shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; assisting the Chair and Vice-Chair in ensuring that online presence and public information regarding the Corporation is accurate and prepared for the public's review; and the Secretary Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary Treasurer shall have such other duties and powers as the board may specify.

All officers must be directors.

Officers may be removed by a special resolution vote of no confidence of the board. Notice of a vote must be included in the circulation of the agenda, and may not be added through the process outlined in Section 37 of these bylaws.

Directors may only run for Chair, Vice-Chair or Secretary Treasurer if they have announced their intention to do so to the board before the agenda where elections will take place is released. They must also issue a platform for all directors to review. A platform will not be required in instances of replacement of a vacancy created by a resignation or by a removal by a vote of no-confidence.

A member organization shall not be entitled to hold the same executive position for more than two consecutive years unless no other schools are willing to take the position.

41. Executive Committee

There shall be an Executive Committee that shall coordinate operational details and shall generally meet more frequently than the board.

The Executive Committee shall consist of the Chair, the Vice-Chair, and Secretary & Treasurer.

The Executive Committee may include or exclude others from their discussion upon reaching a collective consensus for such confidentiality.

The Executive Committee shall not have authority to make decisions that would normally lie at the board level, unless authority is given to the Executive Committee by the board.

The Executive Committee will deal with the day-to-day operations of the Corporation and all other duties outlined by the board.

The Executive Committee will not advocate on anything not authorized by the board or existing in standing policy.

42. Officer Vacancies

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's death or ineligibility under the Act.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

43. Dissolution of the Corporation

The board may, at a members meeting and by unanimous resolution, dissolve the Corporation in the event that the Corporation is not upholding the established values thereof.

In the event that the board decides to dissolve the Corporation, it must ensure that all of its liabilities are paid in full and that the Directors are relieved of their fiduciary duty.

The board must further ensure that the remainder of any financial assets are equitably distributed among its members in the event of dissolution. Board may,

within 10 days of its original decision, reverse its decision. The board may authorize a liquidator to assist with this process.

44. Proposal and Vote on Amendment

Amendment to these by-laws shall require a special resolution by the board, except for amendments relating to article 18, which require unanimous resolution of the board.

Notice of thirty (30) days shall be given to the board for any change to these by-laws, including exact text of the change to be voted upon.

The Chair, upon receiving a notice from a member of a resolution for change to the by-laws shall place a vote on the first regular meeting after the thirty (30) days' notice has elapsed.

Changes to these by-laws shall be subject to the approval of a special majority of the board. If an amendment to these by-laws is passed by a special majority of the board, it shall then be placed on the agenda for the next annual meeting of members and be subject to special majority approval by the members therein.

45. Date of Effect

Change to these by-laws may take place once approved by a special majority, or unanimous resolution for articles 18 of the members and changes shall be affirmed at an annual meeting.

46. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, 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 section 128 (Notice of directors) or 134 (Notice of change of directors);
- 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 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary & Treasurer 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 & Treasurer to be reliable. The declaration by the Secretary & Treasurer 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.

47. Invalidity of Provisions of this By-law

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

48. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

49. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

50. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers,

committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- If any dispute arises between a member or members and the Corporation, they shall seek to resolve the dispute through mediation. Any party to the dispute may serve notice on the others of its desire to resolve a particular dispute by mediation.
- The mediator shall be appointed by agreement between the parties or, if the parties cannot agree within ten days after receipt of the notice of intention to mediate, one mediator will be appointed by each party in the dispute.
- The parties agree to attempt to resolve their dispute at mediation. If the dispute has not been resolved within sixty days of the notice of desire to mediate, any party may terminate the mediation and proceed to arbitration as set out below.
- 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 Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

51. By-laws and Effective Date

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by special resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.