

CANADIAN INSTITUTE OF TRANSPORTATION ENGINEERS

INSTITUT CANADIEN DES INGÉNIEURS EN TRANSPORTS

BY-LAW NO. 1

BE IT ENACTED as a By-law of CANADIAN INSTITUTE OF TRANSPORTATION ENGINEERS / INSTITUT CANADIEN DES INGÉNIEURS EN TRANSPORTS (the “Corporation”) as follows:

SECTION 1 - GENERAL

1.01 Definitions

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

- a. **"Act"** means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. **"Articles"** means the original or restated articles of incorporation, articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. **"Board"** means the board of directors of the Corporation, and **"Director"** means a member of the Board;
- d. **"By-law"** means this By-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. **"Class A Member"** means that which is set out in Section 2.01 below;
- f. **"Class B Member"** means that which is set out in Section 2.01 below;
- g. **"ITE"** means the Institute of Transportation Engineers, which is an international educational and scientific association of transportation professionals, and of which the Corporation is a District;
- h. **"Meeting of Members"** means any Annual General Meeting, Special Meeting or other meeting of the Members;
- i. **"Members"** or **"Membership"** means the collective Membership of the Corporation;
- j. **"Ordinary Business"** means: (i) consideration and approval of the Minutes of the last Annual General Meeting and any subsequent special Meeting of Members; (ii) receipt and consideration of the most recent financial statements of the Corporation and public accountant's report; (iii) the election of Directors; (iv) the appointment of the public accountant for the ensuing year; and (v) determination of the remuneration of the public accountant for the ensuing year;
- k. **"Ordinary Resolution"** means a resolution passed by a majority (for example, more than 50%) of the votes cast on that resolution;
- l. **"Protected Person"** means each person acting or having previously acted in the capacity of Director, officer or any other capacity at the request of or on behalf of the Corporation,

and includes the respective heirs, executors and administrators, estate, successors and assigns of a person who:

- i. is a Director of the Corporation;
 - ii. is an officer of the Corporation;
 - iii. is a member of a committee and/or advisory body of the Corporation; or
 - iv. has undertaken, or, with the direction of the Corporation is about to undertake any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, officer, employee or volunteer of the Corporation or such body corporate.
- m. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- n. "**Section**" means a branch of the Corporation that provides localized services to Members within their geographical area;
- o. "**Special Business**" means any business other than Ordinary Business; and
- p. "**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 in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

1.03 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.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by the President of the Corporation. 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, document of the Corporation to be a true copy thereof.

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Secretary-Treasurer of the Corporation.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.06 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 the Secretary-Treasurer of the Corporation and/or such other person as the Board may by resolution from time to time direct or authorize.

1.07 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 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 Corporation and any Member may, on request, obtain a copy free of charge at the registered office, by prepaid mail, by facsimile transmission or by electronic format.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 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 following conditions of Membership shall apply:

Class A Members – Class A voting membership shall be available only to persons who are not students and who have applied and have been accepted for Class A voting membership in the Corporation. The term of membership of a Class A voting Member shall be annual, subject to renewal in accordance with the policies of the Corporation and/or ITE, as the case may be. 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 – Class B non-voting membership shall be available only to persons who are students and who have applied and have been accepted for Class B non-voting membership in the Corporation. 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 and/or ITE, as the case may be. Subject to the Act and the Articles, a Class B non-voting Member shall be entitled to receive notice of and attend at Meetings of Members to the extent that the Board determines is appropriate from time to time but shall not be entitled to vote at any Meetings of Members.

The Corporation's objectives and purposes are to:

- support the overall goals and objectives of ITE, including to enable transportation and traffic engineers, transportation planners and other professionals with knowledge and competence in transportation and traffic engineering to contribute individually and collectively toward meeting human needs for mobility and safety;
- provide member representation on the ITE International Board of Directors;
- support and coordinate with ITE member Sections within Canada;
- support the interchange of technical and professional information;
- encourage membership participation and leadership opportunities; and
- support student and younger Member programs.

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-law if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Members' Information

It shall be the obligation of each Member, Director and/or officer to provide any change of contact information, including address, telephone number and electronic mail address of such Member, Director and/or officer to ITE.

2.03 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 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.

2.04 Absentee Voting

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a Meeting of Members may vote: (i) by proxy; (ii) by mailed-in ballot; or (iii) by 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.

2.05 Voting by Proxy

Any Member entitled to vote at a Meeting of Members may do so by proxy in accordance with this By-law. The proxy holder is required to be a Member. The proxy holder must, before voting, produce such proxy form as approved by the Board for use at such Meeting of Members, which shall contain the hand-written signature of the Member granting the proxy. Proxies may be transmitted by hand delivery, mail, fax, scanned email or other methods of electronic delivery directed to the Corporation; however, the hand-written signature of the Member must appear on the proxy form described herein, which proxy form shall be deposited with the Secretary.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

ITE from time to time sets the annual Membership dues, fees and special assessments. The Corporation may from time to time set annual Membership dues, fees and special assessments specific to the Corporation.

3.02 Termination of Membership

A Membership in the Corporation is terminated when:

- a. the Member dies, or, if the Member is a corporation, such corporation is dissolved;
- b. the Member fails to maintain any qualifications for Membership described in this By-law;
- c. the Member resigns by delivering a written resignation to the President of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled or terminated in accordance with the Articles, this By-law and/or any written policies of the Corporation;
- e. the Member fails to pay their annual Membership dues, fees and/or special assessments;
- f. the Member's term of Membership expires; or
- g. the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

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

- a. violating any provision of the Articles, By-law and/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 unfettered discretion;
- c. for any other reason that the Board, in its sole and unfettered discretion, considers to be reasonable, having regard to the objectives and purposes of the Corporation.

In the event 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 twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. If no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Corporation. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Annual General Meeting

Annual General Meetings shall be held within eighteen (18) months of incorporation, and, thereafter, within fifteen (15) months of the previous Annual General Meeting, and within six (6) months of the Corporation's fiscal year end.

The Members will consider Ordinary Business at every Annual General Meeting. Annual financial statements which are to be received, discussed or approved at an Annual General Meeting must be circulated to Members at least twenty-one (21) days prior to the Annual General Meeting.

4.02 Special Meeting

The Directors may call a Special Meeting of the Members entitled to attend at such meetings. The Board shall convene a Special Meeting on written requisition of not less than five (5%) percent of the Membership received by the Corporation. Items for consideration shall be included in an advance announcement along with the place and time of meeting. The Board shall call a Special Meeting within twenty-one (21) days of receiving such petition.

Members may consider Special Business at either an Annual General Meeting or at a Special Meeting. Any Special Business to come before either an Annual General Meeting or a Special Meeting must be particularized and circulated by written notice to each Member along with any proposed resolutions or proposed By-law changes at least twenty-one (21) days in advance of the Annual General Meeting or Special Meeting in accordance with the provisions of this By-law.

4.03 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 of Members, the Directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-law of the Corporation to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or by resolution of the Members.

4.04 Chair of the Meeting

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

4.05 Quorum

A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be twenty (20) of the Members entitled to vote at the meeting, present in person or by means of such telephone, electronic or other communication facilities whereby all persons participating in such meeting can hear and speak to each other simultaneously and instantaneously. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.06 Votes to Govern

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

An entry in the Minutes of the Corporation is admissible in evidence as *prima facie* proof that a resolution has been carried or not carried, without proof of the number or proportion of the votes cast in favour of or against such resolution, unless the chair of the meeting declares otherwise.

SECTION 5 – DIRECTORS

5.01 Election and Term

Subject to the Articles, the Members will elect the Directors at the first Meeting of Members and at each succeeding annual meeting at which an election of Directors is required. The Directors shall be elected to hold office for a term of up to two (2) years, with the limited exception of the International District Director, who shall be elected to hold office for a term of three (3) years.

A Director may resign from his or her position by delivering to the Secretary of the Corporation a written resignation as Director.

5.02 Qualifications

For greater certainty, the Board shall be composed of the members of the Executive Committee as well as a representative from each Section.

In addition to the above, each Director shall:

- a. be a Class A Member of the Corporation throughout his or her term of office;
- b. be an individual who is at least eighteen (18) years of age;
- c. not have the status of a bankrupt;
- d. not be a person found under any applicable statute to be incapable of managing property;
- e. not be a person declared incapable by a court in Canada or elsewhere; and
- f. comply with the qualifications of the Act.

5.03 Vacancy

The position of a Director shall be automatically vacated if any of the following occurs:

- a. such Director ceases to meet the qualifications as provided in Section 5.02 above;
- b. such Director resigns his or her position by delivery of written resignation to the President;
- c. such Director ceases to be a Class A Member;
- d. such Director is found to be mentally incompetent or of unsound mind;
- e. such Director becomes bankrupt;

- f. such Director is determined by a two-thirds (2/3) majority vote of the Members present in person or represented by proxy at a Special Meeting called for that purpose to be unfit to hold office as a Director for any reason; or
- g. such Director dies.

If any vacancies should occur for any reason as set out above, the Board, by a majority vote, may by appointment fill the vacancy until the next Annual General Meeting.

5.04 Powers of the Board

The business and affairs of the Corporation shall be governed by the Board. Subject to the provisions of the Act, the Board has authority to enter into any lawful contract on behalf of the Corporation and/or to designate, appoint or authorize from time to time such person or persons to enter into any lawful contract on behalf of the Corporation, and the Board may exercise all such other powers and do all such other things as the Corporation is authorized to do.

Directors shall receive no remuneration for acting as Director. A Director may, however, be reimbursed for reasonable expenses incurred by the Director in performing his or her duties.

No Director shall place himself or herself in a position where there is a conflict of interest between his or her duties as a Director and his or her other interests. Every Director who is in any way directly or indirectly interested in or may become interested in a material way in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest by virtue of involvement with a member of his or her family (with "family" defined as spouse, father, mother, child, brother or sister, or spouse of such family members) or by the involvement of his or her partner, business associate or a corporation that the Director is involved with as either a director, shareholder, officer, employee or agent, then such Director shall declare his or her conflict of interest fully at a meeting of the Directors, and, save and except as otherwise provided by the Act, no such Director shall attend any part of a meeting of the Directors or vote on any resolution to approve any such contract, transaction or arrangement.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time, provided, however, that for the first organization 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.

6.02 Notice of Meeting

Notice of the time and place of a meeting of the Board shall be given to every Director not less than seven (7) days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address in the last notice sent by the Corporation pursuant to section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;
- b. mailed by prepaid ordinary mail to the Director's address as set out in subsection (a) above;
- c. by telephonic, electronic or other communication facility at the Director's recorded address for that purpose; or
- d. 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.

6.03 Regular Meetings

The Board may appoint a day(s) in any month(s) 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 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 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 chair of the meeting in addition to an original vote shall have a second or casting vote. A quorum for all meetings of the Board shall be a majority of the Directors present in person or by means of such telephone, electronic or other communication facilities whereby all persons participating in such meeting can hear and speak to each other simultaneously, or such other number as the Board may agree upon in writing from time to time.

6.05 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems appropriate for such purposes and, subject to the Act, with such powers as the Board sees fit. Any

committee may formulate its own rules of procedure, subject to regulations/directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

- a. Executive Committee – Between meetings of the Board, the primary function of the Executive Committee shall be to give effect to Board policies and administer the affairs of the Corporation. The Executive Committee shall consist of the President, Vice-President, Secretary-Treasurer, International District Director and Past-President.
- b. Nominations and Elections Committee – The primary function of the Nominations and Elections Committee shall be to call for nominations and add candidates as required for the offices of President, Vice-President, Secretary-Treasurer and International District Director, and preside over the election of officers. The chair of the Nominations and Elections Committee shall be appointed by the Board at the Annual General Meeting held in the year prior to elections.

SECTION 7 – OFFICERS

7.01 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 Corporation, if designated and if such officers are appointed, shall have the following duties and powers associated with their positions:

- a. **President** - The President shall be a Director and shall, when present, preside at all meetings of the Board as well as all Meetings of Members. The President shall appoint Members for standing and ad hoc committees. The President shall present positions to governmental and other agencies on behalf of the Corporation and present a report at each Annual General Meeting. The President shall also have such other duties and powers as the Board may specify from time to time.
- b. **Vice-President** - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, when present, shall preside at all meetings of the Board and of the Members. The Vice-President shall be responsible for the promotion of technical activities and the conduct of technical programs. The Vice-President shall also have such other duties and powers as the Board may specify from time to time.
- c. **Secretary-Treasurer** – The Secretary-Treasurer shall be a Director and shall attend and be the secretary of all meetings of the Board, Members and committees. 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, and the Secretary-Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. In addition, the Secretary-Treasurer shall supervise banking and bookkeeping functions of the Corporation and present a financial statement for the preceding year to the Executive Committee in each year and present a report at the Annual General Meeting. The Secretary-Treasurer shall also have such other duties and powers as the Board may specify from time to time.

- d. **International District Director** – The International District Director shall be a Director and represent the Corporation on the International Board of Direction of ITE and shall provide a report on the Annual General Meeting to the said International Board of Direction. The International District Director shall also have such other duties and powers as the Board may specify from time to time.
- e. **Past-President** – The Past-President shall be a Director and shall promote technical training and conduct technical training programs. The Past-President shall also have such other duties and powers as the Board may specify from time to time.
- f. **Other** - 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.

7.02 Vacancy in Office

The Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed by the Board, 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 Corporation shall be or become vacant, the Directors may, by Ordinary Resolution, appoint a person to fill such vacancy, and such incumbents shall hold office until their successors are elected. All officers shall hold office at the pleasure of the Board, and an officer may be removed from office by Ordinary Resolution of the Board.

SECTION 8 – PROTECTION OF DIRECTORS AND OFFICERS

8.01 Protection of Directors, Officers and Other

- (a) Every Protected Person shall be indemnified and saved harmless, from time to time and at all times, out of the funds of the Corporation, from and against all costs, charges and expenses which such Protected Person sustains or incurs:
- (i) in relation to any demand, action, suit or proceeding which is commenced against such Protected Person in respect of any matter made, done or permitted or not permitted by such Protected Person, in relation to the execution of the duties of such Protected Person's office; or
 - (ii) in relation to the affairs of the Corporation generally;
- save and except costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office.
- (b) Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:
- (i) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
 - (ii) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
 - (iii) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
 - (iv) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
 - (v) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's office or trust or in relation thereto; and
 - (vi) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.
- (c) It shall be the obligation of any person seeking indemnity from the Corporation to cooperate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.
- (d) Before giving approval to the indemnities provided in this Section, the Board shall confirm that it has considered:

- (i) the degree of risk to which the Protected Person is or may be exposed;
 - (ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity; and
 - (iii) whether it advances the administration and management of the property to give the indemnity and has concluded that the granting of the indemnity is in the best interest of the Corporation.
- (e) Such indemnity will only be effective upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation, as applicable, inclusive of whatever valid and collectible insurance has been collected.
- (f) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (g) Nothing in this Section shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Section.

SECTION 9 – BORROWING

9.01 Borrowing

The Board may, from time to time:

- a. borrow money on the credit of the Corporation by obtaining loans, advances or otherwise;
- b. issue, sell or pledge securities of the Corporation, including bonds, debentures, debenture stock, for such sums, on such terms and at such prices as the Board may deem expedient;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d. assign, transfer, convey, hypothecate, mortgage, pledge, charge or give security in any manner upon all or any of the real or personal, moveable or immoveable property rights, powers, choses in action and/or other assets, present or future, of the Corporation to secure any such securities or other securities of the Corporation or any money borrowed or to be borrowed or any obligations or liabilities as aforesaid or otherwise of the Corporation, heretofore, now or hereinafter made or incurred, directly, indirectly or otherwise; and
- e. provide written authorization to any Director, officer and/or other person to generally manage, transact and settle the borrowing of money by the Corporation.

SECTION 10 - NOTICES

10.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-law or otherwise to a Member, Director, officer or member of a committee, 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 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); or
- b. if mailed to such person, at his or her recorded address by prepaid ordinary or air mail; or
- 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 may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee pursuant to 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.

10.02 Invalidity 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.

10.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee 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-law 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 11 - DISPUTE RESOLUTION

11.01 Mediation and Arbitration

Disputes or controversies among Members, Directors, officers, committee members or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration, as provided in Section 11.02 of this By-law.

11.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, Directors, officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board) 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 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, they 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. 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. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

PASSED AND ENACTED by the Board and sealed with the corporate seal this ____ day of _____, 2018.

Edward Soldo, President

Ryan Vanderputten, Secretary-Treasurer

CONFIRMED by the Members this ____ day of _____, 2018.

Edward Soldo, President

Ryan Vanderputten, Secretary-Treasurer