BY-LAW NO. 1

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

Canadian University Music Society /
Société de musique des universitiés canadiennes

(the "Corporation")

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BE IT ENACTED as a by-law of 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 or 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-law of the Corporation as amended and which are, from time to time, in force and effect;

e) "**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;

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

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

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

i) "**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 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 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. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 FINANCIAL YEAR-END

The financial year-end of the Corporation shall be December 31 in each year.

1.05 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 an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.05.1 Borrowing Powers

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

a) borrow money on the credit of the Corporation;

b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

c) give a guarantee on behalf of the Corporation; 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.

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.

1.05.2 Additional Sources of Revenue

The directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

1.06 ANNUAL FINANCIAL STATEMENTS

The Corporation shall publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available on the Corporation's website and at the registered office of the Corporation. Any member may, on request, obtain a copy free of charge from the registered office.

SECTION 2 — MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 MEMBERSHIP CONDITIONS

Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation, and shall consist of anyone or any institution whose application for admission as member has received the approval of the board of the Corporation.

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A General members and Class B Institutional members. The board 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:

2.01.1 Class A General Members

General membership shall be available to persons who have applied and have been accepted for General membership in the Corporation. General membership includes the following classes of individual members, all of whom shall have full membership and voting privileges:

a) Full individual membership, available to all full-time teachers of music at the university or college level;

b) Retired individual membership, available to all retired university or college teachers of music;

c) Student individual membership, available to all bona-fide university or college music students;

d) Part-time individual membership, available to all part-time and adjunct teachers of music at the university or college level;

e) Independent scholar membership, available to all musicians and music scholars who do not hold a university or college appointment;

f) Joint membership, available to all members of the Canadian Association of Music Libraries, Archives, and Music Documentation Centres (CAML);

g) Honorary Life Members, a title bestowed by the Corporation on individuals who have rendered distinguished service to university or college music in Canada.

The term of membership of a General member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each General member is entitled to receive notice of, attend and vote at all meetings of members and each such General member shall be entitled to one (1) vote at such meetings.

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).

2.01.2 Class B Institutional Members

Institutional membership shall be available to persons who have applied to and have been accepted for Institutional membership in the Corporation. Applications are to be directed to the Chair of SCIM, who will verify that the applicant institution fills the requirements of one of the categories below.

Institutional membership includes two classes of institutional members, represented on the Standing Committee of Institutional Members by the head, dean, director, chair, or a designate of the institution:

a) Full Institutional membership, available to all institutions offering at least one program leading to the degree Bachelor of Music, or to any other Baccalaureate degree with a major in music. Full Institutional members shall have full membership and privileges;

b) Associate Institutional membership, available to all institutions offering university– level courses in music, not qualifying under 2.01.2.a. above, but acceptable to the Standing Committee of Institutional Members. Associate Institutional members shall have full membership privileges.

The term of membership of an Institutional member shall be annual, subject to renewal in accordance with the policies 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).

2.02 Membership Transferability

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.

2.03 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 twenty-one (21) to sixty (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 twenty-one (21) to thirty-five (35) 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.

2.04 Members Calling a Members' Meeting

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

member who signed the requisition may call the meeting.

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 members calling a members' meeting.

2.05 Absentee Voting at Members' Meetings (By mailed-in or electronic ballot.)

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.

SECTION 3 — MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Membership fees and dues shall be determined by the board.

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 cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

a) the member dies, 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 resigns by delivering a written resignation to the president of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

d) the member is expelled in accordance with any discipline of members section or is otherwise terminated in accordance with the articles or by-laws;

e) the member ceases to be a member under section 3.01; or

f) the Corporation is liquidated or dissolved under the Act.

3.03 Effect of Termination of Membership

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

3.04 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-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.

In the event that 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 thirty (30) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such thirty (30) day period. In the event that 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 thirty (30) 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 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.

4.02 Cost of Publishing Proposals for Annual Members' Meetings

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

4.03 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.

4.04 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 bylaws are entitled to cast a vote at the meeting.

4.05 Chair of Members' Meetings

In the event that the president of the board and the vice-president 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.

4.06 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 twenty-one (21) members entitled to vote. 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.

4.07 Votes to Govern 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

4.08 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.

4.09 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.

SECTION 5 – DIRECTORS

5.01 Number of Directors

The board shall consist of the number of a minimum of six (6) and a maximum of fifteen (15) directors, as specified in the articles.

5.02 Election and Term of Office of Directors

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, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

Directors shall be elected by the members at an annual meeting of members for terms of the following durations:

a) the president shall be elected one year before taking office and shall serve one (1) year as president-elect; the president shall serve two (2) years; following their two (2) year term, they shall serve one (1) year as past president;

b) the student director and members-at-large shall serve one (1) year (renewable)

c) the vice-president and secretary shall serve two (2) years;

d) the treasurer, communications director, Intersections English editor, and Intersections French editor shall serve three (3) years;

e) the chair of the Standing Committee of Institutional Members (for two (2) years), shall be appointed by resolution of the board.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time. 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 for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to

every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

There shall be at least one meeting per year of the board. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any other director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

6.03 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.

6.04 Committees

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.

SECTION 7 – OFFICERS

7.01 Description of Offices

All directors shall be members in good standing of the Corporation. The directors of the Corporation shall be a president, vice-president, secretary, treasurer, president-elect, past-president, Intersections English editor, Intersections French editor, communications director, student director, chair or representative of the Standing Committee of Institutional members, one (1) to four (4) members-at-large, and any such other officers as the board may by by-law determine.

The officers of the Corporation shall hold office for one (1), two (2), or three (3) years (see terms of directors in 5.02) from the date of appointment or election or until their successors are elected or appointed in their stead.

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 president shall be the chief executive officer of the Corporation and shall preside at all meetings of the Corporation and of the board. The president shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the board are carried into effect.

b) The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president. The vice-president shall have particular charge of advancing equity, diversity, and inclusion within the membership and board of the Corporation and through its meetings, events, activities, and policies. The vice-president shall also perform such other duties as shall from time to time be directed by the board.

c) 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 the proper authority taking proper vouchers for such disbursements, and shall render to the president 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.

d) The secretary may be empowered by the board, upon resolution of the board, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all board meetings, general membership meetings and meetings of the Standing Committee of Institutional Members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board, and shall perform, under the supervision of the board, such other duties as may be prescribed by the board or the president.

e) The chair of the Standing Committee of Institutional Members shall be the presiding officer at meetings of the Standing Committee of Institutional Members, which is comprised of representatives of all the Institutional members of the Corporation. The chair shall be responsible to the board and shall be concerned with the admission to membership of all institutional members of the Corporation, with consulting and advising on new university or college music programs and the monitoring of existing programs, as is appropriate, and with other matters of institutional concern.

f) The two *Intersections* editors shall be responsible to the board and shall be responsible for editorial and managerial operations of the Corporation's principal publications, *Intersections: Canadian Journal of Music / Revue canadienne de musique* (and its successors). They shall preside over the meetings of the editorial board of *Intersections*. They shall individually and collectively oversee the regular publication of Intersections, including all facets of policy development, editing and production. They shall develop and administer the budgets approved for *Intersections* by the board. The editors shall also perform such other duties as may from time to time be directed by the board.

g) The communications director shall be responsible, with the assistance of other members of the board, for developing, updating and implementing a strategic communication plan for the Corporation. They shall have general responsibility for the maintenance of the Corporation's communication tools such as the website, social media platforms, newsletter, listservs, or any other communication tools used by the Corporation. The communications director shall also perform such other duties as may from time to time be directed by the board.

h) The student director shall represent student interest to the board and act as liaison between the board and student members of the Corporation. They shall organize events and activities of interest to student members. The student director shall also perform such other duties as may from time to time be directed by the board, the president, or the vice-president.

i) 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.

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other things as the Corporation is by its charter or otherwise authorized to exercise and do.

The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the 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.

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.

A retiring director shall remain in office until the dissolution or adjournment of the meeting at which a notice or retirement is accepted and a successor is elected. Officers shall hold office until the next election at an annual general meeting of members following their election or appointment.

7.03 Indemnities to Officers and Others

All officers of the Corporation or other persons who have undertaken or are about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

a) All costs, charges and expenses which such directors, officers or other persons sustain or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or things whatsoever, made, done or permitted by them, in or about the execution of the duties of their offices or in respect of any such liability, except such costs, charges or expenses as are occasioned by their own willful neglect or default;

b) All costs, charges and expenses which they sustain or incur in or about or in relation to the affairs therefor, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

SECTION 8 – NOTICES

8.01 Method of Giving Any Notice

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 section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act 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 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 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.

8.02 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.

8.03 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 bylaws 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 9 – DISPUTE RESOLUTION

9.01 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 the section on dispute resolution mechanism of this by-law.

9.02 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 bylaws, 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 law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

b) The number of mediators may be reduced from three to one or two upon agreement of the parties.

c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the 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.

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

SECTION 10 – BY-LAWS AND EFFECTIVE DATE

10.01 By-Laws

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

This section does not apply to a by-law that requires a special resolution of the members

according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.

10.02 Effective Date

Subject to matters requiring a special resolution of the members, this 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 8th day of June, 2013 and confirmed by the members of the Corporation by special resolution on the 8th day of June, 2013.

Dated as of the 8th day of June, 2013.

Amended June 7, 2019

Amended June 20, 2023

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President