

BY-LAW NO. 1

**A by-law relating generally to the conduct of the affairs of
THE FEDERATION OF BLACK CANADIANS /
LA FEDERATION DES CANADIENS NOIR
(the “Corporation”)**

Enacted pursuant to the *Canada Not-for-profit Corporations Act*, S.C.2009,c.23.

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

Section 1 - General

1.01 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;
- 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. "director" means a member of the board;
- f. "meeting of members" includes an annual meeting of members or a special meeting of members;
- g. "ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time
- j. "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; and
- k. "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 Corporation Mission

The purpose of the corporation is to provide a benefit to the community by supporting and advancing the social, economic, and cultural interests of the Canadians of African descent. The corporation will provide public forums that allow the community to gather and support the economic growth of the Canadians of African descent.

1.04 Corporation Values

The FBC requires all of its elected board members, membership holders, supporters and partners to adopt and demonstrate commitment to the following:

- a. Caring in the overall well-being of all within our Canadian family mosaic
- b. Respect for the diversity of viewpoints within our Canadian family mosaic
- c. Integrity in the way we treat others within our Canadian family mosaic
- d. Responsibility in the way we equitably serve all Canadians within our family mosaic
- e. Inclusiveness and openness in the way we embrace all within our Canadian family mosaic

1.05 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be located within the province in Canada designated in the articles.

1.06 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.

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

1.08 Financial Year End

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

1.09 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 of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.10 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in 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 or by email.

Section 2 - Membership – Matters requiring special resolution

2.01 Membership Conditions

Subject to the articles, there shall be three levels of membership in the Corporation, namely, Directors, Paid members, and General members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

2.01 Membership Conditions

Directors

- a. Director membership shall be available only to elected individuals who have applied and have been accepted for voting membership in the Corporation via the election or appointment process.
- b. The term of membership shall be bi-annual (2 years), subject to renewal (2 additional terms) in accordance with the policies of the Corporation.
- c. As set out in the articles, each Director member is entitled to receive notice of, attend and vote at all meetings of members and each such Director member shall be entitled to one (1) vote at such meetings.
- d. The corporation shall create a Terms of Reference detailing the responsibilities and duties of directors. The board of directors of the Corporation may, by resolution, amend and approve amendments to the Terms of Reference.

Paid Members

- a. Paid membership shall be available only to members who have made an annual donation of \$25 or more, exclusive of membership dues, and who have applied and have been accepted for paid membership in the Corporation.
- b. The term of membership of a paid voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each paid voting member is entitled to receive notice of, attend and vote at all meetings of members and each such paid member shall be entitled to one (1) vote at such meetings.
- d. The corporation shall create a Terms of Reference detailing the responsibilities and duties of Paid Members. The board of directors of the Corporation may, by resolution, amend and approve amendments to the Terms of Reference.

General Members

- a. General members shall be any other groups recognized in practice by the Corporation and admitted in such other manner as may be prescribed by the board by resolution.
- b. The corporation shall create a Terms of Reference detailing the responsibilities and duties of general members. The board of directors of the Corporation may, by resolution, amend and approve amendments to the Terms of Reference.

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 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 email, e-newsletter, and or the FBC website to each member entitled to vote at the meeting, during a period of at least 14 days before the day on which the meeting is to be held; or by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of at least 14 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.

2.03 Absentee Voting by Mail 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 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

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month 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 Section 1.04 and 2.01 of these by-laws;
- c. the member resigns 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 resignation;
- d. the member is expelled in accordance with Section 3.03 below 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.

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-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 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. 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 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 Place of Meetings

Meetings of the members may be held at any place within Canada or with the use of any such technology that the Board of Directors may determine reliable, safe, and fair, and if all of the members entitled to vote at such meeting so agree, may take place outside of Canada.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.03 Chair of the Meeting

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

4.04 Quorum

A quorum at any meeting of members shall be 15% percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting of members even if a quorum is not present throughout the meeting of members. If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business. For the purpose of determining quorum, a member may be present in person, by a duly appointed proxyholder or by telephonic and/or other electronic means, as authorized under Section 4.06 or 4.07.

4.05 Participation at Meetings by Telephone or Electric Means

Any person entitled to attend a meeting of members may participate in the meeting of members using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting of members, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting of members by any such means shall be deemed to have been present at that meeting of members. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular member or group of members voted.

4.06 Meeting Held by Electronic Means

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

4.07 Votes to Govern

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 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.

4.08 Resolution in Lieu of Meeting

Subject to Section 166 of the Act, a resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

Section 5 - Directors

5.01 Powers

Subject to the Act and the articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number

Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum of directors provided in the articles.

5.03 Qualifications

The following persons are disqualified from being a director of the Corporation:

- a. Anyone who is less than eighteen (18) years of age;
- b. Anyone who has been declared incapable by a court in Canada or in another country;
- c. Anyone who is not an individual; and
- d. A person who has the status of bankrupt.

5.04 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, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting following the election renewable for 2 consecutive terms.

5.05 Consent

A director who is elected or appointed must consent to hold office as a director by any of the following means:

- a. If present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- b. If not present at the meeting at which the election or appointment takes place, by either:
 - (i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - (ii) by acting as a director after such person's election or appointment.

5.06 Vacation of Office

A director ceases to hold office when the director dies, resigns, is removed from office by the members, or ceases to meet the qualifications set out in Section 5.03.

5.07 Resignation

A director may resign from office by giving a written resignation to the Corporation and such resignation becomes effective when received by the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

The members may, by ordinary resolution passed at a meeting of members, remove any director from office before the expiration of the director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the director so removed. Filling such vacancy may be filled by the board. Any such director is entitled to submit a written statement giving reasons for opposing the removal or replacement of the director at a meeting of members called for that purpose.

5.09 Vacancies

- a. Subject to the Act and to Section 5.08, so long as there is a quorum of directors then in office, a vacancy on the board may be filled for the remainder of the term by a qualified individual by ordinary resolution of the directors.
- b. Notwithstanding Subsection 5.09(a), if there is not a quorum of directors then in office or if a vacancy results from either (i) an increase in the number or change to the minimum or maximum number of directors provided in the articles or (ii) a failure to elect the number of directors required to be elected at any meeting of members, the directors then in office shall call a special meeting of members to fill the vacancy. If the directors fail to call a special meeting of members, or if there are no directors then in office, the meeting may be called by any member.

5.10 Remuneration and Expenses

Directors shall receive no remuneration for acting as such and no director shall directly or indirectly receive any profit from his or her position. Directors may be reimbursed for reasonable expenses incurred by them in the normal course of their duties in accordance with the policies of the Corporation established from time to time.

Section 6 - Meetings of Directors

6.01 Place of Meetings

Meetings of the board may be held at any place within or outside of Canada as the board may determine.

6.02 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board, designate, or any two (2) directors at any time; provided 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.

6.03 Notice of Meeting

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 2 weeks before the time when the meeting is to be held by one of the following methods:

- a. 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);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by fax, email, 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.

6.04 First Meeting of New Board

Provided that a quorum is present, a newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which such board is elected.

6.05 Regular Meetings

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

6.06 Chair of the Meeting

In the event that the chair and the vice-chair are absent, the directors shall choose one of their number to chair the meeting.

6.07 Quorum

A majority of the number of directors constitutes a quorum at any meeting of the board. For the purpose of determining quorum, a director may be present in person or by teleconference and/or by other electronic means, as authorized under Section 6.07. A quorum must be maintained throughout the meeting.

6.08 Participation at Meetings by Telephone or Electric Means

Any person entitled to attend a meeting of directors may participate in the meeting of directors using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting of directors, if the Corporation makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting of directors by any such means shall be deemed to have been present at that meeting of directors. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how a particular director voted.

6.09 Meeting Held by Electronic Means

If the chair, vice- chair, designate, or any two (2) directors call a meeting of directors, such person(s), as the case may be, may determine that the meeting of the board shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting of the board.

6.10 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.

6.11 Resolutions in Writing

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the directors or committee of directors.

Section 7 – Committees

7.01 Delegation to Executive Committee

The board may appoint from among the directors a committee of directors (which shall be referred to as the Executive Committee) and delegate to the Executive Committee all the powers of the board in the governance and direction of the Corporation (except those that may not be delegated by the board pursuant to Subsection 138(2) of the Act), such powers to be exercised during the intervals between meetings of the board and in all matters of urgency, subject to any specific directives of the board. The Executive Committee shall report all actions taken on behalf of the board at the next meeting of the board. Unless otherwise determined by the board, the Executive Committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to otherwise regulate its procedures.

7.02 Other 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 ordinary resolution of the board of directors.

Section 8 - Officers

8.01 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 officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **President or Executive Director** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. **Treasurer** - If appointed, the treasurer shall have such powers and duties as the board may specify.

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.

8.02 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.

Section 9 - Notices

9.01 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 of directors, 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); or
- b. if mailed to such person at such person's 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 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.

9.02 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.

9.03 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 by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 10 – Conflict of Interest

10.01 Conflict of Interest Policy

The Board may adopt a conflict of interest policy for directors and officers of the Corporation, provided that such policy is not inconsistent with the Act or these by-laws.

Section 11 – Protection of Directors, Officers and Others

11.01 Standard of Care

Every director and officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, articles, and this by-law.

11.02 Limitation of Liability

Provided that the standard of care required of the director or officer under the Act and the by-law has been satisfied, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the director or officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the director or officer's own wilful neglect or default or otherwise result from the director or officer's failure to act in accordance with the Act or the Regulations.

11.03 Indemnification of Directors and Officers

The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- a. The person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for

which the individual acted as director or officer or in a similar capacity at the Corporation's request; and

- b. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in these by-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

11.04 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to Section 11.03 against any liability incurred by the individual in the individual's capacity as a director or an officer of the Corporation; or in the individual's capacity as a director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

11.05 Advances

With respect to the defence by a director or officer or other individual of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a director or officer pursuant to the terms of the Act, the board may authorize the Corporation to advance to the director or officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance. The director or officer shall repay the money advanced if the director or officer does not fulfill the conditions of Subsection 151(3) of the Act.

Section 12 - Dispute resolution

12.01 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 9.02 of this by-law.

12.02 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 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 13 – By-law and Effective Date

13.01 By-law and Effective Date

Subject to the articles, the board may, by ordinary resolution, make, amend or repeal any by-law that regulates the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. Notwithstanding the above, this by-law shall be effective upon confirmation of the members in accordance with the Act.

This Section does not apply to a by-law amendment that requires a special resolution because such by-law amendments are only effective when confirmed by members.

Dated as of May 14, 2020.
