

Schedule "A"



Canadian Construction Association

By-law no. 1

PERLEY-ROBERTSON, HILL & McDOUGALL LLP

BARRISTERS & SOLICITORS-AVOCATS & PROCUREURS
PATENT & TRADE MARK AGENTS-AGENTS DE BREVETS & MARQUES
340 Albert Street, Suite 1400, Ottawa, Ontario, K1R 0A5

BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of
CANADIAN CONSTRUCTION ASSOCIATION
(hereinafter referred to as the “Corporation”)

DEFINITIONS AND INTERPRETATION

1. In this By-law and in all other By-laws of the Corporation, unless the context otherwise requires:
 - 1.1 “**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;
 - 1.2 “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - 1.3 “**Associate**” means an organization or corporation that meets the requirements for Associates of the Corporation set out in Article 17 of this By-law, has applied for and has been accepted as an Associate in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
 - 1.4 “**Board**” means the board of directors of the Corporation;
 - 1.5 “**By-Law**” or “**By-Laws**” 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;
 - 1.6 “**CCA**” means the Corporation;
 - 1.7 “**Central Canada**” means Ontario and Quebec;
 - 1.8 “**Chair**” means the Chair of the Board;
 - 1.9 “**Civil Infrastructure Sector**” has the meaning determined by the Board;
 - 1.10 “**Director**” means a member of the Board;
 - 1.11 “**Eastern Canada**” means Newfoundland/Labrador, Prince Edward Island, Nova Scotia, New Brunswick and Nunavut;
 - 1.12 “**General Contractor Sector**” has the meaning determined by the Board;
 - 1.13 “**Good Standing**” in respect of a Member means that the Member has paid all fees and dues payable to the Corporation and is in compliance with the Articles, By-Laws and any policies of the Corporation;
 - 1.14 “**Local Construction Association**” has the meaning determined by the Board;
 - 1.15 “**Manufacturers, Suppliers and Services Sector**” has the meaning determined by the Board;

- 1.16 “**Meeting of Members**” includes an annual meeting of Members or a Special Meeting; “**Special Meeting**” 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;
- 1.17 “**Member**” means an individual, organization or corporation that meets the requirements for membership set out in Article 11 of this By-law, has applied for and has been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board;
- 1.18 “**Officer**” or “**Officers**” means any one or more persons, respectively, who have been appointed as Officers of the Corporation in accordance with the By-laws;
- 1.19 “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- 1.20 “**Regulations**” means the Regulations made under the Act, as amended, restated or in effect from time to time;
- 1.21 “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- 1.22 “**Trade Contractor Sector**” has the meaning determined by the Board;
- 1.23 “**Western Canada**” means British Columbia, Alberta, Saskatchewan, Manitoba, Yukon and the Northwest Territories.
2. 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.

BUSINESS OF THE CORPORATION

3. **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 corporate seal shall be held at the head office of the Corporation.
4. **Registered Office.** Unless changed in accordance with the Act, the head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.
5. **Books and Records.** The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.
6. **Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two Officers. 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.

7. **Financial Year.** The financial year end of the Corporation shall be December 31st in each year or as otherwise determined by the Board.
8. **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.
9. **Borrowing Powers.** The Directors of the Corporation may, without authorization of the Members,
- 9.1 borrow money on the credit of the Corporation;
 - 9.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
 - 9.3 give a guarantee on behalf of any person; and
 - 9.4 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.
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) 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 prepaid mail.

MEMBERSHIP IN THE CORPORATION

11. **Membership Conditions.** Subject to the Articles, there shall be one class of Members in the Corporation. Membership in the Corporation shall be available only to those individuals, groups and corporations that are interested in furthering the Corporation's purposes, who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board and which meets one of the following criteria:
- 11.1 is a sole proprietorship, firm or corporation that is affiliated with an Integrated Association, is identified by such Integrated Association for inclusion in the Corporation's membership and for which the Corporation receives the applicable membership fee (each an "**Integrated Member**"); or
 - 11.2 is a sole proprietorship, firm or corporation involved in or serving the Canadian commercial construction industry that is either:
 - (a) not eligible for membership in an Integrated Association located in the geographic area where it is located; or
 - (b) is located in a geographic area where there is no Integrated Association through which it can become a Member of the Corporation
 (each a "**Non-Integrated Member**");
 - 11.3 is a sole proprietorship, individual, firm or corporation that seeks to support the Corporation directly and whose membership rate is over and above the Integrated Membership fee (each a "**Corporate Member**").

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

12. **Membership Dues.** The membership fees or dues shall be as determined by the Board and shall be payable on the first day of January in each year or as otherwise determined by the Board. Any Member that has not made payment of membership fees or dues owing to the Corporation at the time of a Meeting of the Members shall not be entitled to vote at such meeting.
13. **Termination of Membership.** A membership in the Corporation is terminated when:
 - 13.1 the Member dies or in the case of a Member that is a corporation, such corporation is dissolved;
 - 13.2 a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
 - 13.3 in respect of an Integrated Member, the Integrated Association with which the Member is affiliated withdraws or is terminated from the Corporation, in which case the Member will no longer be a Member on the effective date of such withdrawal or termination. For further certainty, if an Integrated Member is a member of more than one Integrated Association, such Integrated Member's membership in the Corporation will not be terminated on the withdrawal or termination of only one of the Integrated Associations of which they are a member;
 - 13.4 in respect of a Non-Integrated Member or a Corporate Member, the Member resigns by delivering a written resignation to the Chair in which case such resignation shall be effective on the date of such resignation;
 - 13.5 the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-Laws;
 - 13.6 the Member's term of membership expires; or
 - 13.7 the Corporation is liquidated or dissolved under the Act.
14. **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.
15. **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:
 - 15.1 violating any provision of the Articles, By-Laws, or written policies of the Corporation;
 - 15.2 carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
 - 15.3 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 Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days written 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 Chair, 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 Chair, the Chair, 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 (but not including the Member who has made the submissions) shall 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. If a Member is expelled or suspended as a Member, that Member shall, automatically, also be expelled or suspended as a member of the Board.

16. **Membership Transferability.** A membership in the Corporation may not be transferred. 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.

ASSOCIATES OF THE CORPORATION

17. **Associate Conditions.** An Associate of the Corporation shall be an organization or Corporation which is interested in furthering the objects of the Corporation and which is either a provincial or regional construction association which desires to join CCA as an Associate and bring its members or affiliates into CCA membership and for which CCA receives the applicable membership fees (each an “**Integrated Association**”).
18. **Associate Conditions.** An organization or corporation will be an Integrated Association in the Corporation when it has applied for and been accepted as such by resolution of the Board or in such other manner as may be determined by the Board. Integrated Associations shall not have any of the rights or obligations of Members and, for further certainty, shall not have the right to vote at meetings of the Members and shall not be considered Members within the meaning of the Act, the Articles or the By-Laws. The Board may suspend or expel Integrated Associations from the Corporation at its discretion. An Integrated Association may resign from the Corporation by providing written notice of resignation to the Chair, in which case such resignation shall be effective on the 31st of December in the year the resignation is received. In the event of an Integrated Association’s resignation from the Corporation, all fees and dues payable by such Integrated Association shall be owing to the effective date of such resignation. Upon any termination or withdrawal of an Integrated Association, the rights of such Integrated Association, including any rights in the property of the Corporation, automatically cease to exist.
19. **Associate Dues.** Integrated Associations shall not pay fees or dues to the Corporation, other than those fees or dues that:
- 19.1 may be payable by Integrated Members and collected by an Integrated Association for remittance to the Corporation; or
 - 19.2 may be payable by an Integrated Association on behalf of Integrated Members;

and such fees or dues shall be payable on the first day of January in each year or as otherwise determined by the Board. For further certainty, nothing in this Article 19 shall be interpreted as to require an Integrated Association to pay fees or dues to the Corporation other than those related to the CCA membership of the Integrated Members affiliated with such Integrated Association.

HONOURARY LIFE MEMBERSHIP

20. A person may be granted Honourary Life Membership in the Corporation by the Board as an expression of appreciation for distinguished service to the Corporation (each an “**Honourary Life Member**”). Honourary Life Members shall not be members of the Corporation within the meaning of the Act, the Articles or the By-Laws and shall not have any of the rights or obligations of Members. For further certainty, Honourary Life Members shall not have the right to vote at meetings of the Members. The Board may suspend or expel Honourary Life Members from the Corporation at its discretion.

MEETINGS OF MEMBERS

21. **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:
- 21.1 by mail, courier or personal delivery to each Member entitled to vote at the meeting, not less than 21 and not more than 60 days before the day on which the meeting is to be held; or
 - 21.2 by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
22. **Amendments to Notice Provisions.** 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.
23. **Members Calling a Members’ Meeting.** The Board shall call a Special Meeting of Members in accordance with 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.
24. **Place of Members’ Meeting.** Subject to compliance with the Act, meetings of the Members may be held at any place within Canada determined by the Board or at any location permitted by the Articles whether inside or outside of Canada, also as determined by the Board.
25. **Persons Entitled to be Present at Members’ Meetings.** The only persons entitled to be present at a Meeting of Members shall be those Members entitled to vote at the meeting, the Associates, 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.
26. **Quorum at Members’ Meetings.** A quorum at any meeting of the Members (unless a greater number of members are required to be present by the Act) shall be fifty (50) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
27. **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 Ordinary Resolution. 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 shall not have a second or casting vote and, in the event of an equality of votes the motion will be deemed to be defeated.

28. **Participation by Electronic Means at Members' Meetings.** If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
29. **Members' Meeting Held Entirely by Electronic Means.** If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

BOARD OF DIRECTORS

30. **Election and Number of Directors.** The Directors shall be elected by the Members at each annual Meeting of Members at which the election of Directors is required. The Board shall consist of a maximum of twenty (20) Directors, including the following:
- 30.1 two (2) Directors from the Civil Infrastructure Sector;
 - 30.2 two (2) Directors from the General Contractor Sector;
 - 30.3 two (2) Directors from the Trade Contractor Sector;
 - 30.4 two (2) Directors from the Manufacturers, Suppliers and Services Sector;
 - 30.5 up to three (3) Directors that are not Members (the "**Independent Directors**"), two (2) of whom will be the senior most staff person of a Local Construction Association;
31. **Residency of Directors.** In addition to the criteria set-out above, there shall be Directors on the Board resident in the following geographic areas:
- 31.1 two (2) Directors resident in Western Canada;
 - 31.2 one (1) Director resident in Quebec;
 - 31.3 one (1) Director resident in Ontario;
 - 31.4 one (1) Director resident in Central Canada; and
 - 31.4 two (2) Directors resident in Eastern Canada.

For further certainty, the Members shall not elect Directors to represent the above jurisdictions such that there is a seat designated on the Board for each of the above; however, the composition of the Board shall include individuals with the above residency, who may or may not also fulfill the roles set-out in Article 30.

32. **Qualification of Directors.** Directors must be:
- 32.1 legally resident in Canada;
 - 32.2 other than the Independent Directors, a Director must be an employee, officer or owner of a Member in Good Standing.
33. **Term of Office of Directors .** At the first election of Directors following the approval of this By-law, half (1/2) of the Directors shall be elected for a one (1) year term and half (1/2) shall be elected for a two (2) year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two (2) year terms. No Director may serve more than three (3) consecutive two (2) year terms of office, unless such Director is currently serving as the Chair, First Vice-Chair or Second Vice-Chair in which case such Director will be permitted to serve additional terms as a Director until such time as they are no longer serving in one of those roles.
34. **Vacation of Office.** The office of Director shall be automatically vacated:
- 34.1 if a Director resigns by delivering a written resignation to the Chair;
 - 34.2 if the Director is found by a court to be of unsound mind;
 - 34.3 if the Director becomes bankrupt or suspends payment or compounds with such Director's creditors;
 - 34.4 if the Director no longer meets the qualifications for Directors set-out in this By-Law;
 - 34.5 if, at a Meeting of Members, an Ordinary Resolution is passed by the Members present at the meeting that the Director be removed from office;
 - 34.6 on the death of the Director;
 - 34.7 if a Director fails to attend a minimum of three consecutive Board meetings or fails to attend all meetings within a calendar year.
35. **Vacancies.** Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors or from a failure of the Members to elect the minimum number of directors required by the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of directors provided for in the Articles, the Board then in office shall without delay call a Special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting.
36. **Calling of Meetings of Board of Directors.** Meetings of the Board may be called by the Chair, the First Vice-Chair or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.
37. **Participating in Meetings by Electronic Means.** If all the Directors consent thereto, a Director may participate in a meeting of the Board or a committee of the Board by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.

38. **Board Meeting Held Entirely by Electronic Means.** If the Directors call a meeting of the Board pursuant to the Act, those Directors 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.
39. **Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation by telephone or electronic communication facilities not less than ten (10) days before the time when the meeting is to be held, or in the event of a need for an urgent meeting of the Board, 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 no one 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. A notice of meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:
- 39.1 submit to the Members any question or matter requiring the approval of Members;
 - 39.2 fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
 - 39.3 issue debt obligations except as authorized by the Directors;
 - 39.4 approve any annual financial statements;
 - 39.5 adopt, amend or repeal by-laws; or
 - 39.6 establish contributions to be made, or dues to be paid by Members.
40. **First Meeting of New Board.** Notwithstanding the foregoing, provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.
41. **Regular Meetings Section.** 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 the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
42. **Quorum at Meetings of the Board of Directors.** A majority of the Directors in office from time to time shall constitute a quorum at any meeting of the Board.
43. **Votes to Govern at Meetings of the Board of Directors.** At any meeting of the Board, every question shall be decided by Ordinary Resolution. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and, in the event of an equality of votes the motion will be deemed to be defeated.
44. **Committees of the Board of Directors.** The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

OFFICERS OF THE CORPORATION

45. **Appointment of Officers.** Officers must be Directors. Independent Directors may not be Officers. 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:
- 45.1 **Chair of the Board.** The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair shall be a non-voting ex-officio member of all standing and special committees of the Board and shall have general supervision of the affairs of the Corporation and shall perform the normal duties of the office of Chair. In the event that the Chair is unable to complete their term of office, the vacancy will be assumed by the First Vice-Chair of the Board.
- 45.2 **First Vice-Chair of the Board.** In the absence of the Chair, the First Vice-Chair shall preside at all meetings of the Board and of the Members. The First Vice-Chair shall have such other duties and powers as the Board or Chair may specify. In the event that the First Vice-Chair is unable to complete their term of office, the vacancy will be assumed by the Second Vice-Chair of the Board.
- 45.3 **Second Vice-Chair of the Board.** In the absence of the Chair and the First Vice-Chair, the Second Vice-Chair shall preside at all meetings of the Board and of the Members. The Second Vice-Chair shall have such other duties and powers as the Board or Chair may specify.
46. **Election of Officers.** In every year the Board shall by resolution elect one individual to serve a term of three (3) years, the first (1st) year of which they shall serve as Second Vice-Chair, the second (2nd) year of which they shall serve as First Vice-Chair and the third (3rd) year of which they shall serve as Chair. The individual so elected shall transition between such offices immediately following the annual Meeting of Members of the Corporation in each year.
47. **Vacancy in Office.** The Board may remove, whether for cause or without cause, any Officer of the Corporation by resolution. Unless so removed, an Officer shall hold office until the earlier of:
- 47.1 the Officer's successor being appointed;
- 47.2 the Officer's resignation;
- 47.3 such Officer ceasing to be a Director; or
- 47.4 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.

REMUNERATION OF DIRECTORS AND OFFICERS

48. **Remuneration of Directors and Officers.** The Directors and Officers of the Corporation shall not be remunerated for their services, but may be reimbursed for such reasonable expenses incurred in the performance of their duties as may be pre-approved by the Board.

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

49. **Indemnification.** Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall, so long as they have acted honestly and in good faith, from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
- 49.1 all costs, charges and expenses which such Director, Officer or other person sustains or incurs as a result of going about their duties or in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, Officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director, Officer or other person, in or about the execution of the duties of such Director's, Officer's or other person's office or in respect of any such liability;
- 49.2 all other costs, charges and expenses which a Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's, Officer's or other person's own wilful neglect or default.

In the event an individual requests the advance of funds in order to defend an action, claim, suit or proceeding referenced in section 49.1, the Board may approve such advance.

DISPUTE RESOLUTION

50. **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 51 of this By-law.
51. **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:
- 51.1 the dispute or controversy shall first be submitted to non-binding mediation by a panel of mediators whereby 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 who shall chair the panel of mediators. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 51.2 The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 51.3 If the parties are not successful in resolving the dispute through non-binding mediation, then the parties agree that the dispute shall be settled by binding 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 and shall be held in Ottawa, Ontario. 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.

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

GENERAL

52. **Method of Giving Any Notice.** Any notice (which term includes, without limitation, any communication or document or other information) to be given (which term includes, without limitation, sent, delivered, received 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:

- 52.1 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 the Act;
- 52.2 if mailed to such person at such person's recorded address by prepaid ordinary mail;
- 52.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 52.4 if provided in the form of an electronic document in accordance with 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. Any Officer of the Corporation 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 such Officer to be reliable. The declaration by an Officer 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.

53. **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.
54. **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.

55. **Amendment of 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 amendment that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Change) of the Act as such By-Law amendments or repeals are only effective when confirmed by Members.

DATED the ____ day of _____, 2019.

Name:
Title:

Name:
Title:

