



OTTAWA SAFETY COUNCIL

AMENDED AND RESTATED BY-LAW NO. 1

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Ottawa Safety Council
(the "Corporation")

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

1. Definition

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

"**Act (*Loi*)**" means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles (*statuts*)**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board (*conseil d'administration*)**" means the board of directors of the Corporation;

"**by-law (*règlement administratif*)**" 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;

"**Chief Executive Officer/Executive Director (*président/directeur général*)**" is an employee of the Corporation and is responsible for implementing the strategic plans and policies of the Corporation. The CEO/Executive Director shall, subject to the authority of the board, have supervision of the daily affairs of the Corporation;

"**director (*administrateur*)**" means a member of the board;

"**invitee (*invités*)**" means a member in good standing who has been invited by the board at its sole discretion to attend board meetings or participate on committees of the board without voting rights and will receive consideration for a future director position vacancy;

"**immediate past chair (*président sortant*)**" means a director, with vote. The immediate past chair is qualified for such position upon completion of a term as chair of the board;

"**meeting of members (*assemblée de membres*)**" 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;

"**member in good standing (*membre en règle*)**" is an individual who has completed an application form, paid the annual dues (if applicable) and who has an interest in furthering the objects of the corporation;

“**officer (*dirigeant*)**” is an individual appointed by the board to serve in an official capacity with designated authorities;

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

“**Ottawa Safety Council (OSC)**” is a not-for-profit organization incorporated in 1989 under the Ontario *Corporations Act* and subsequently subject to the *Ontario Not-for-Profit Corporations Act, 2010 (ONCA)* and was continued in 2018 pursuant to the Act;

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

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

"**special resolution (*résolution spéciale*)**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. 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.

In the event of a discrepancy between the English and the French by-laws, the English by-laws shall prevail. The French by-laws may be used for interpretive purposes.

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

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 CEO/Executive Director of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

5. Financial Year

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

6. 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.

7. 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; 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.

Provided that, except where the corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

8. 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 prepaid mail.

9. Membership Class and Conditions

Subject to the articles, there shall be one class of members in the Corporation.

Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and 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.

Membership shall only include the right 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).

10. Membership Dues

There shall be no dues payable by members for membership in the corporation unless otherwise established by a resolution of the board.

11. Membership and Asset Transferability

All Memberships in good standing and all assets in the Ottawa Safety Council shall be transferred to and be deemed to be Memberships in good standing in 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.

12. Date, Time and Place of Annual Meeting

The Annual Meeting of the Members (the “Annual Meeting”) shall be held in Canada not more than five (5) months following the end of the fiscal year in such place and at such date and time as shall be designated by the Board.

13. Business at the Annual Meeting

The following business shall be conducted at the annual meeting:

- a. Reading of the audited financial reports;
- b. Election or appointment of the Directors;
- c. Appointment of auditors; and
- d. Any other business that may properly be brought before the meeting.

14. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day 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.

15. Members Calling a Special Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 20 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.

16. Absentee Voting at Members' Meeting

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 members 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.

17. Cost of Publishing Proposals for Annual Members' Meeting

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.

18. Persons Entitled to be Present at Members' Meeting

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.

19. Chair of Members' Meeting

The Chair of any meeting of Members shall be the Chair of the Board and in his or her absence, the senior Vice-Chair of the Board.

In the event that the chair of the board, the senior vice-chair are absent, the members who are present and entitled to vote at the meeting shall choose one of the remaining directors of the board to chair the meeting.

In the absence of all directors of the board, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

20. Quorum at Members' Meeting

Twenty (20) members in good standing present at any Members' meeting shall constitute a quorum.

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.

21. Votes to Govern at Members' Meeting

At any meeting of members every motion 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 motion.

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.

22. Participation by Electronic Means at Members' Meeting

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.

23. 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 chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation or if not specified, the date it is received;
- 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's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

24. Effect of Termination of Membership

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

25. 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. willfully 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 CEO/Executive Director, or such other officer as may be designated by the board, shall provide twenty (20) days notice by way of registered mail of anticipated suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the CEO/Executive Director, or such other officer as may be designated by the board within that 20 day period.

In the event that no written submissions are received by the CEO/Executive Director, the CEO/Executive Director, 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.

26. Board Meetings

The board shall meet at least six (6) times each year.

27. Quorum at Board Meetings

A simple majority of the Directors, then in office shall form a quorum for the transaction of the business.

28. Number of Directors

The board shall consist of ten (10) voting directors of the board plus the immediate past chair should the immediate past chair opt to serve one more year. For clarity, the immediate past chair is a voting director.

29. Eligibility and Term of Office of Directors

Every Director shall be eighteen (18) or more years of age and must be a Member in good standing in the Corporation. A Director shall be elected for a three (3) year renewable term for a maximum of six (6) years providing they continue to be otherwise qualified to serve as Directors.

Exceptionally, the immediate past chair may serve up to a maximum of seven (7) years.

No employee, dependant contractor or independent contractor of the OSC can be a director.

30. Calling of Meeting of Board of Directors

Meetings of the board may be called by the chair of the board, the senior vice-chair of the board or any four (4) directors at any time.

31. Notice of Meeting of Board of Directors

Notice of the date, time and place for the holding of a meeting of the board shall be given to every director of the Corporation, normally not less than 7 days before the time when the meeting is to be held.

Such 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.

Each notice of meeting shall specify the purpose or the business to be transacted at the meeting.

32. Regular Meetings of the Board of Directors

A resolution of the board shall be passed annually fixing the date, time and place of such regular meetings of the board.

33. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every motion shall be decided by a majority of the votes cast on the motion. 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.

34. 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 committee member may be removed by resolution of the board of directors.

35. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation.

Two or more offices may be held by the same person.

36. 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 of the board – The chair of the board shall be a director. The chair of the board 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. Senior Vice-Chair of the board – The senior vice-chair of the board shall be a director. If the chair of the board is absent or is unable or refuses to act, the senior vice-chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The senior vice-chair shall have such other duties and powers as the board may specify.

c. Vice-Chair of the board – The vice-chair of the board shall be a director. If the chair of the board and the senior vice-chair are absent or are unable or refuses to act, the vice-chair of the

board 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.

d. Secretary of the board – The secretary of the board shall be a director. The Secretary shall attend and ensure official minutes of all meetings of the board and meetings of the members are prepared and maintained. If the secretary of the board is absent or is unable or refuses to act, the chair of the board shall appoint a replacement.

e. Treasurer of the board – The treasurer of the board shall be a director and shall be responsible for the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the OSC and shall deposit or cause to be deposited all monies and other valuable effects in the name of and to the credit of the OSC and in such depositories as may be designated by the board from time to time. The treasurer shall disburse the funds of the OSC as may be ordered by the board taking or causing to be taken proper vouchers for such disbursements and shall render or cause to be rendered to the chair and directors at their regular meetings of the board or whenever they may require it an account of all of the corporation’s financial transactions. The Treasurer shall also perform or cause to be performed such other duties as may from time to time be determined by the board. If the treasurer of the board is absent or is unable or refuses to act, the chair or the board shall appoint a replacement.

37. Vacancy in Office

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 another director to fill such vacancy.

38. Board Mid-Term Vacancies

The office of Director shall be automatically vacated:

- a. upon his or her written resignation delivered to the Chair;
- b. if a Director ceases to be an “Member in good standing”;

- c. if he/she is found to be or becomes ineligible under any provision of the Act;
- d. if the Board of Directors terminates the director's tenure;
- e. upon death; or
- f. if the Director misses three (3) consecutive meetings or four (4) regularly scheduled Board meetings within a year without legitimate justification.

Mid-term vacancies shall be filled as follows:

- a. So long as at least six (6) Directors remain in office, vacancies on the Board, however caused, may be filled by appointment by the Directors until the following Annual Meeting;
- b. If there are less than six (6) Directors, the remaining Directors shall forthwith call a special meeting of the Members to fill the vacancy or vacancies for the balance of the unexpired term of office only.

39. Nomination and Election of Directors

The Board shall appoint a nominating committee (the "Nominating Committee") composed of the CEO/Executive and not fewer than three other Directors. The Board shall appoint a chair (the "Nominating Committee Chair").

The Nominating Committee shall submit the slate of nominees to the Board of directors at least thirty (30) days before the relevant Annual Meeting for Board approval. The slate of nominees shall be formally presented by the Nominating Committee Chair to the Membership at the Annual Meeting.

The Board shall cause notice of vacancies on the Corporation's website at least 60 days prior to the Annual Meeting to allow members to propose candidates.

The Board shall accept nominations other than those from the Nominating Committee provided that:

- a. they are received in writing by the Board at least twenty (20) days prior to the relevant Annual Meeting;
- b. each nomination is seconded by a member in good standing;
- c. the nominee is also a member in good standing;
- d. the written consent of the nominee is presented; and
- e. the nomination is signed by not less than ten (10) eligible voting Members.

No nominations will be accepted from the floor at the Annual Meeting.

In the event that the Membership does not approve the Board's slate of nominees, voting for individual director positions will then be conducted with the nominees whose applications were received first. In the event that not all director positions are filled, the nominating committee will continue its search for future approval by the board of directors.

40. Liability and Indemnity

Every Director and every Officer of the Corporation and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the from and against:

- a. any liability and all costs, charges and expenses sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against a Director or Officer for or in respect of the execution of duties of office; and
- b. all other costs, charges and expenses that a Director or Officer sustains or incurs in respect of the affairs of the except by their own wilful neglect or default.

The Board of Directors may direct the Corporation to purchase and maintain insurance including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

Subject to the requirements of the Act, no Director or Officer of the Corporation is liable for the acts of any other Director or Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Corporation. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in their role for the Corporation, unless the act is fraudulent or as a result of dishonesty or bad faith.

41. 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 of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of

notice to a director to the latest address as shown in the last notice that was sent by the Corporation);

- 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.

42. 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.

43. 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.

44. 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.

45. 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.

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.

46. Conflicts of Interests

Avoiding and preventing situations that could give rise to a conflict of interest, or the appearance of a conflict of interest, is one of the primary means by which a director, an officer, an employee and a member maintains public confidence in the impartiality and objectivity of the corporation.

All directors, officers and employees shall declare annually situations that could give rise to a conflict of interest or the appearance of a conflict of interest.

If a conflict does arise between a director, an officer or an employee and their official duties, the conflict should be resolved in favour of the corporation.

47. By-laws and Effective Date

Subject to the articles, the board of directors 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 by-law amendments or repeals are only effective when confirmed by members.