

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of  
**HUMAN RESOURCES RESEARCH INSTITUTE HRRI**

(the "Corporation")

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

PART ONE

GENERAL

1.1 Definitions

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

**"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;

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

**"board"** means the board of directors of the Corporation and **"director"** means a member of the board;

**"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;

**"meeting of members"** includes an annual meeting of members or a special meeting of members; **"special meeting of members"** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

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

**"proposal"** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;

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

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

1.2 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.

Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Registered Office

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

1.4 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.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) officers or directors and shall be binding on the Corporation without any further formality. Notwithstanding the foregoing, where one person is the only director and officer of the Corporation, that person may sign all such deeds, transfers, assignments, contracts, obligations and other instruments in writing on behalf of the Corporation. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.6 Financial Year End

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

1.7 Banking and Security

The board may by resolution appoint one or more banks or trust companies for the Corporation and open such accounts as the board considers advisable. The board may by resolution give the Corporation's power of attorney to a registered dealer in securities for the purpose of transferring stocks, bonds and other securities owned by the Corporation. All monies, securities and other valuable effects of the Corporation shall be deposited in the name and to the credit of the Corporation in

such banks or trust companies, or in the case of securities, with such registered dealers in securities as may be designated by the board.

1.8 Books and Records

The board shall ensure that the Corporation regularly and properly maintains at the Corporation's registered office all the books and records required by its by-laws or by any applicable statute or law, which include proper books of account and accounting records, the minutes of all meetings of members, directors and the Executive Committee (if any), copies of the articles, by-laws and special resolutions of the Corporation and registers of its members and directors.

1.9 Rules and Regulations

The board may by resolution prescribe rules and regulations consistent with the by-laws relating to the management of the Corporation, provided that such rules and regulations have effect only until confirmed by the members at the next meeting of members, and if not so confirmed, such rules and regulations from that time cease to be effective.

1.10 Rules of Order at Meetings

Any question of procedure at a meeting of the members, the board, the Executive Committee (if any) or other committee (if any), which has not been addressed in this by-law, or in the Act, shall be determined by the chair of the meeting in question in accordance with a procedural text of his or her choice, and once determined by the chair, shall govern all following meetings until amended.

1.11 Enactment, Repeal and Amendment of By-laws

The by-laws of the Corporation shall be enacted by the board at a meeting of the board and sanctioned by an affirmative vote of at least 66 2/3% of the members present or represented by proxy at a meeting of members duly called for the purpose of considering the said by-law. By-laws so enacted by the board shall, unless confirmed at a meeting of the members duly called for that purpose, have force only until the next annual meeting of members of the Corporation, and in default of confirmation at such annual meeting shall from that time cease to be in effect.

The by-laws of the Corporation may be repealed or amended by resolution of the board if confirmed by the members at a meeting duly called to consider such repeal or amendment.

## PART TWO

### MEMBERSHIP - MATTERS REQUIRING SPECIAL RESOLUTION

#### 2.1 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 individuals and corporations 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. 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) 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).

#### 2.2 Notice of Meeting of Members

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

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

Notice of each meeting of members shall remind each member of the right to vote by proxy. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy and any such proxy is valid for one (1) year from its date.

Pursuant to subsection 162(10) of the Act, notice of a meeting at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business, and state the text of any special resolution to be submitted to the meeting.

Pursuant to subsection 197(1) 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.

### 2.3 Absentee Voting by Mail Ballot

Pursuant to section 171(1) 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) 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.

## PART THREE

### MEMBERSHIP DUES AND FEES, TERMINATION AND DISCIPLINE

#### 3.1 Membership Dues and Fees

Dues or fees shall be payable by the members as may from time to time be fixed by unanimous vote of the board, which vote shall become effective only when confirmed by the members at an annual or special meeting. The Secretary shall notify the members of the dues and fees at any time payable by them and, if they are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues and fees be reinstated by unanimous vote of the Board.

#### 3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies if an individual, or is dissolved, liquidated or wound up if a corporation;
- (b) a member fails to maintain any qualifications for membership described in Section 2.1 or Section 3.1 of these by-laws;
- (c) the member resigns by delivering a written resignation to the Chair of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

- (d) the member is removed by resolution of the members passed in writing, or by two-thirds of the votes cast at a meeting of members of which notice specifying the intention to introduce such resolution has been given.
- (e) the member is expelled in accordance with Section 3.5 below or is otherwise terminated in accordance with the articles or by-laws;
- (f) the member's term of membership expires; or
- (g) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation automatically cease to exist and a member is not entitled to a refund of any membership fee, if applicable, in whole or in part.

### 3.3 Membership Not Transferable

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon the member's death or when he or she ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

### 3.4 Information Available to Members

No member may have access to information respecting the details of the business of the Corporation which, in the opinion of the board, would be detrimental to the interests of the Corporation to communicate to the public.

### 3.5 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; or
- (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 Chair, 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 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 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.

## PART FOUR

### MEETINGS OF MEMBERS

#### 4.1 Meetings

The annual meeting of members shall be held at the registered office of the Corporation or at any other place inside of Canada and at such time as determined by resolution of the board. The Corporation shall hold its first annual meeting not later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting.

Meetings of the members other than the annual meeting may be called at any time by the board or, subject to section 167 of the Act, by one or more members, and shall be held at the registered office of the Corporation or at any other place inside of Canada and at such time as determined by the board or the person calling the meeting.

Pursuant to subsection 159(2) of the Act, the members may meet at a place outside of Canada if all of the members entitled to vote at the meeting agree that the meeting is to be held at that place.

#### 4.2 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. A member that is a corporation may be represented at a meeting by any two signing officers of the corporate member. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

#### 4.3 Chair of the Meeting

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

#### 4.4 Quorum

Where there is only one member, that member shall constitute a quorum for the transaction of business at any meeting of members, otherwise 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 per cent (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.

#### 4.5 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.

#### 4.6 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 not have a second or casting vote.

#### 4.7 Resolution in Lieu of Meeting

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 such resolution shall be kept with the minutes of the proceedings of the members.

PART FIVE

DIRECTORS

5.1 Size and Composition of Board

The affairs of the Corporation shall be managed by the board whose members may be known and referred to as directors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner. Until changed in accordance with the Act, the board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the articles.

5.2 Qualifications

A director must be not less than eighteen (18) years of age, must be an individual, and must have power under law to contract.

5.3 Election and Term

Subject to the articles, the members shall 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 second annual meeting of members following the election.

5.4 Termination of Office

The office of a director is terminated when:

- (a) the director dies;
- (b) the director is found by a court to be of unsound mind;
- (c) the director becomes bankrupt or suspends payment with his creditors;
- (d) the director resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation or at the time specified in the resignation, whichever is later; or
- (e) the director is removed by resolution of the members passed in writing, or by two-thirds of the votes cast at a meeting of members of which notice specifying the intention to introduce such resolution has been given.

5.5 Vacancies

Any vacancy in the board may be filled until the next annual meeting by a person qualified under Section 5.2 of these by-laws, either by the members at a meeting called for this purpose or by the remaining directors if constituting a quorum.

PART SIX

MEETINGS OF DIRECTORS

6.1 Place, Frequency and Mode

Meetings of the board shall be held at the registered office of the Corporation or elsewhere (inside or outside Canada) as the board determines. There shall be at least one meeting of the board each year. No business of the Corporation may be transacted by the board except at a meeting of directors at which a quorum of the board is present.

Where all directors participating in a meeting consent, a director may participate in a meeting of the board by telephone or by any other electronic or communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting, and a director so participating in a meeting by this means is deemed to be present at the meeting.

6.2 Calling of Meetings

Meetings of the board may be called by the Chair, the Vice-Chair 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.

6.3 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice 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) of the Act that is to be dealt with at the meeting.

6.4 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) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.5 Quorum

A majority of the number of directors constituting the board and who are present at the meeting constitutes a quorum for the transaction of business by the board.

6.6 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 not have a second or casting vote.

6.7 Resolution in Lieu of Meeting

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, if any, is as valid as if it had been passed at a meeting of directors or of a committee of directors, if any. A copy of every such resolution shall be kept with the minutes of the proceedings of the directors or committee of directors, if applicable.

6.8 Committees

The board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. Notwithstanding the foregoing, if an audit committee is formed, then pursuant to section 194 of the Act it shall consist of no fewer than three directors, a majority of whom are not officers or employees of the Corporation. The board may not delegate to any committee any of the powers set out in section 138 of the Act including, without limiting the generality of the foregoing, the power to approve financial statements.

## PART SEVEN

### OFFICERS

#### 7.1 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers 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, if appointed, shall be a director. When present, the Chair shall preside at all meetings of the board and of the members. The Chair shall have such other duties and powers as the board may specify. No person holding the office of chair of the board of directors of Human Resources Professional Association of Ontario may be appointed as Chair.
- (b) Vice-Chair - The Vice-Chair, if appointed, shall be a director. If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the board and of the members. The Vice-Chair shall have such other duties and powers as the board may specify.
- (c) Chief Executive Officer - The Chief Executive Officer, if appointed, shall be a director, shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- (d) CEO-Secretary - The Secretary, if appointed, 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. The Secretary shall perform the duties of the Chief Executive Officer if none has been appointed, in which case he shall be referred to as the CEO-Secretary. The Secretary shall also perform the duties of the Treasurer if none has been appointed, in which case he may be referred to as the Secretary-Treasurer, or if also performing the

duties of the Chief Executive Officer, as the CEO-Secretary-Treasurer.

- (e) Treasurer - The Treasurer, if appointed, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such other depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the accounting records of the Corporation.

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 the Chair requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## 7.2 Manager

The Corporation may employ a full-time manager (the "**Manager**") who shall be the chief operating officer of the Corporation and shall exercise such powers as may be delegated to him or her by the board with respect to managing and directing the affairs of the Corporation and employing and discharging agents or employees of the Corporation. The Manager shall be subject to the authority of the Chair, the Vice-Chair or the President, as applicable, and the board.

## 7.3 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.

## PART EIGHT

### NOTICES

#### 8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board, pursuant to the Act, the articles, the by-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 or 134; 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.

#### 8.2 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.

## PART NINE

### DISPUTE RESOLUTION

#### 9.1 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 9.2 of this by-law.

#### 9.2 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.

## PART TEN

### PROTECTION OF DIRECTORS AND OFFICERS

#### 10.1 Limitation of Liability

No director or officer of the Corporation shall be liable for damages caused by any other director or officer or other person acting on behalf of the Corporation

#### 10.2 Indemnity

Every director, officer or other person who has undertaken a liability on behalf of the Corporation and his or her heirs, executors, administrators, estate and effects may, with the consent of the Corporation given at a meeting of members, be indemnified out of the funds of the Corporation against:

- (a) all losses which that director, officer or other person suffers in proceedings that are brought or threatened to be brought against him or her or resulting from something done or omitted to be done by him or her in the execution of his or her duties of office; and
- (b) all other losses which he or she suffers in relation to the affairs of the Corporation

except such losses resulting from his or her own wilful neglect or default.

#### 10.3 Insurance

The board may cause the Corporation to maintain a policy of liability insurance wherein the Corporation is a named insured and each of the directors and officers of the Corporation is an unnamed insured, such policy to deny any right of subrogation by the insurer against any insured, named or unnamed.

PART ELEVEN

OTHER

11.1 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.

11.2 Borrowing and Giving of Security

The Board may from time to time:

- (a) borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) issue debentures or other securities of the Corporation;
- (c) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (d) mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real or personal, immovable and moveable, undertaking and rights of the Corporation, present and future, to secure any debentures or other securities of the Corporation, present or future, or any money borrowed or to be, borrowed or any obligation or liability of the Corporation, present or future.

From time to time, the Board may authorize any director or officer of the Corporation to make arrangements with reference to the monies borrowed as aforesaid and as to the terms and conditions of the loan thereof and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Board may authorize, and to generally manage, transact and settle the borrowing of money by the Corporation.

PART TWELVE  
EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

DATED as of the \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Antoinette Blunt, Chair

\_\_\_\_\_  
Gary Monk, Secretary

PART TWELVE

EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be a true copy of By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2014 and confirmed by the members of the Corporation by special resolution on the \_\_\_\_\_ day of \_\_\_\_\_, 2014.

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Antoinette Blunt, Director

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Gary Monk, Director