



Corporation By-Laws – Version 1.2
COPR/OCRCP – December 1, 2020

A By-law relating generally to the conduct
of the affairs of
CANADIAN ORGANIZATION OF PARAMEDIC REGULATORS/ ORGANISATION CANADIENNE DES
RÉGULATEURS PARAMÉDICAUX (COPR/OCRCP)

(the "Corporation")

OVERVIEW

Founded in 2009, the Canadian Organization of Paramedic Regulators (COPR) Corporation is comprised of self regulating colleges and government or government delegated regulators of the Paramedic profession in Canada. In accordance with the rights and responsibilities of individual provinces and territories to regulate, the authority of the Corporation is limited to that which is given to it by its Constituent Members with each Constituent Member being equal in voice and opportunity to participate.

The purpose of the Corporation is to facilitate collective and collaborative action in current and future interests of pan Canadian Paramedic regulation and to support the development of a common understanding of provincial and federal obligations that may impact regulator functions.

COPR is committed to:

- 1) Bringing together Canada's paramedic regulators to enhance open and transparent governance of the paramedic profession in Canada and to set guidelines and benchmark provincial rules and procedures;
- 2) Promoting the cause of paramedic regulation;
- 3) Providing a forum for the exchange of information of mutual interest to Canada's paramedic regulators;
- 4) Undertaking national initiatives on behalf of Canada's paramedic regulators;
- 5) Speaking nationally and internationally on behalf of Canada's paramedic regulators;
- 6) Informing the public, governments, and members of the paramedicine profession about the role, responsibilities, and activities of the Canadian Organization of Paramedic Regulators; and
- 7) Sharing the expertise of Canada's paramedic regulators to contribute to the development of effective regulation of the profession in Canada and around the world.

COPR, through meaningful and cooperative partnerships, will continue to provide leadership around pan-Canadian regulatory issues and support to Canada's paramedic regulators in their mandate of protecting the public.

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

1. **Definition**

1.1. 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 of Directors" means the Directors (appointed by the Constituent Members) who jointly oversee the activities of the Corporation;

"By-law" means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect;

"Constituent Member" means an entity or government department established for the purpose of regulating paramedics in any province or territory of Canada to take part in the proceedings of the Corporation, as approved by the Board of Directors;

"Director" means the representative appointed by the Constituent Member;

"Meeting of Constituent Members" includes an annual Meeting of Constituent Members or a special Meeting of Constituent Members; "Special Meeting of Members" includes a meeting of any class or classes of Constituent Members and a special meeting of all Constituent Members entitled to vote at an annual Meeting of Constituent Members;

"Officer" means an individual appointed by the Board of Directors to manage affairs, perform specific functions or delegated duties, on an annual or more frequent basis, on behalf of the Corporation; similar to those normally performed by an individual occupying an office of the Corporation. An Officer may, but need not be, a Director;

"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 Constituent Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

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

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

"Volunteer" means an individual performing services for the Corporation who does not receive, in respect of those services, any compensation (other than reasonable reimbursement or allowance for expenses actually incurred). A volunteer may include a Director or Officer of the Corporation.

2. Language

2.1. In the operation of the Corporation, recognition shall be given to Canada's two official languages.

3. Interpretation

3.1. 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.

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

4. Corporate Seal

4.1. The seal of the Corporation shall have inscribed thereon the words "Canadian Organization of Paramedic Regulators – Organisation Canadienne des Régulateurs Paramédicaux".

4.2. The seal, an impression of which is stamped in the margin of this document, shall be the seal of the Corporation. The secretary of the Corporation shall be the custodian of the corporate seal.

5. Execution of Documents

5.1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may, once approved by the Board of Directors, be signed by any two (2) of its signing officers. In addition, the Board of Directors 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.

5.1.1. Signing officers shall include the president, executive director and one or more other director(s) as appointed by the board.

6. Financial Year

6.1. Unless otherwise determined by the Directors, the financial year of the Corporation shall be the fiscal year, April 1 to March 31.

7. Banking Arrangements

7.1. 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 the signing officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

8. Borrowing Powers

8.1. The Directors of the Corporation, with written authorization of all Constituent Members, may:

- 8.1.1. borrow money on the credit of the Corporation;
- 8.1.2. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 8.1.3. give a guarantee on behalf of the Corporation; and
- 8.1.4. 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.

9. Annual Financial Statements

9.1 The Corporation shall send to the Constituent Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

10. Membership Conditions

10.1. Subject to the Articles, there shall be one class of Constituent Members in the Corporation. Each Constituent Member shall be entitled to receive notice of, attend and vote at all Meetings of the Constituent Members of the Corporation.

10.2. Each of the following licensors of paramedics shall be Constituent Members until its status as such has been terminated by the Board of Directors or the Constituent Member withdraws its membership or ceases to be eligible to be a Constituent Member in accordance with these Bylaws:

- 10.2.1. British Columbia Ministry of Health – British Columbia Emergency Medical Assistants Licensing Board;
- 10.2.2. Alberta College of Paramedics;
- 10.2.3. Saskatchewan College of Paramedics;
- 10.2.4. College of Paramedics of Manitoba;
- 10.2.5. Ontario Ministry of Health, Emergency Health Regulatory and Accountability Branch;
- 10.2.6. Ministère de la Santé et des Services sociaux du Québec;
- 10.2.7. Prince Edward Island Ministry of Health and Wellness – Emergency Medical Services Board, Health PEI;
- 10.2.8. College of Paramedics of Nova Scotia; and
- 10.2.9. Newfoundland and Labrador Paramedicine Regulation.

10.3. Other entities, successor entities or government departments established for the purpose of licensing paramedics in any province or territory of Canada may be admitted to membership upon written application to the secretary of the Corporation and upon such application being approved by the Board of Directors.

10.4. A Constituent Member may withdraw from membership by written notice delivered to the secretary of the Corporation. Such withdrawal shall be effective immediately upon receipt by the secretary.

10.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendments to this section.

10.6 The Corporation exists for its Constituent Members and the business of the Corporation is carried out by its Constituent Members, Directors, officers, committee members or volunteers. Constituent Members and Directors are expected to be active participants in the affairs of the Board of Directors. A Constituent Member may opt out of specific projects that are not aligned with the direction of their respective organization without penalty. At the request of any Director opting out, the concerns of the Director (and their respective Constituent Member) regarding the project must be recorded in the Board minutes.

11. Membership Transferability

11.1 No membership in the Corporation may be transferred or assigned. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendment to add, change or delete this section of the By-laws.

12. Notice of Constituent Members Meeting

12.1 Notice of the time and place of a Meeting of Constituent Members shall be given to each Constituent Member entitled to vote at the meeting by the following means:

12.1.1. by mail, courier or personal delivery to each Constituent Member entitled to vote at the meeting, during a period of 21 to 60 business days before the day on which the meeting is to be held; or

12.1.2. by telephonic, electronic or other communication facility to each Constituent Member entitled to vote at the meeting, during a period of 21 to 35 business days before the day on which the meeting is to be held.

12.2 Any Constituent Member and any Director of the Corporation may, at any time, waive notice of any such meeting and may ratify, approve and confirm any proceedings taken or had at such meeting.

12.3 For the purpose of sending notice to any Constituent Member, Director or officer for any meeting or otherwise, the address of the Constituent Member, Director or officer shall be the last address recorded on the books of the Corporation.

12.4 If special business is to be conducted (other than business required to be dealt with at such meeting) the notice must contain sufficient information to allow the Constituent Members to form a reasoned judgment.

12.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendment to the By-laws of the Corporation to

change the manner of giving notice to Constituent Members entitled to vote at a Meeting of Constituent Members.

12.6 Notice of the meeting must also be sent to the public accountants and Directors of the Corporation within the prescribed period as required by the Act.

13. Constituent Members Calling a Constituent Members' Meeting

13.1. The Board of Directors shall call a special Meeting of Constituent Members in accordance with Section 167 of the Act, on written requisition of Constituent Members carrying not less than 25% of the voting rights. If the Directors do not call a meeting within twenty-one (21) business days of receiving the requisition, any Constituent Member who signed the requisition may call the meeting.

14. Absentee Voting at Constituent Members' Meetings

14.1. Pursuant to section 171(1) (Absentee Voting) of the Act, a Constituent Member entitled to vote at a Meeting of Constituent 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:

14.1.1. enables the votes to be gathered in a manner that permits their subsequent verification; and

14.1.2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Constituent Member voted.

14.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Constituent Members is required to make any amendment to the By-laws of the Corporation to change this method of voting by Constituent Members not in attendance at a Meeting of Constituent Members.

15. Membership Dues

15.1. Constituent Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the Constituent Members in default shall automatically cease to be Constituent Members of the Corporation.

16. Termination of Membership

16.1 A membership in the Corporation is terminated when:

16.1.1. the Constituent Member is dissolved;

16.1.2. the Constituent Member withdraws;

16.1.3. the Corporation is liquidated and dissolved under the Act.

17. Effect of Termination of Membership

17.1. Subject to the Articles, upon any termination of membership, the rights of the Constituent Member, including any rights in the property of the Corporation, automatically cease to exist.

18. Proposals Nominating Directors at Annual Constituent Members' Meetings

18.1. Subject to the Regulations under the Act, any Proposal may include nominations for the election of Directors if the Proposal is signed by not less than 5% of Constituent Members entitled to vote at the meeting at which the Proposal is to be presented.

19. Cost of Publishing Proposals for Annual Constituent Members' Meetings

19.1. The Constituent 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 Constituent Members present at the meeting.

20. Place of Constituent Members' Meeting

20.1. Subject to compliance with section 159 (Place of Constituent Members' Meetings) of the Act, Meetings of the Constituent Members shall be held at the head office of the Corporation or at any place within Canada determined by the Board of Directors and upon such day as the Board of Directors shall appoint.

21. Persons Entitled to be Present at Constituent Members' Meetings

21.1. The only persons entitled to be present at a Meeting of Constituent 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 Directors.

22. Chair of Constituent Members' Meetings

22.1. In the event that the chair of the Board of Directors and the chair-elect of the Board of Directors are absent, the Constituent Members who are present and entitled to vote at the meeting shall choose one Director to chair the meeting.

23. Quorum at Constituent Members' Meetings

23.1. A quorum at any Meeting of the Constituent Members (unless a greater number of Constituent Members are required to be present by the Act) shall be a majority (50% plus 1) of the voting representatives of Constituent Members of the Corporation entitled to vote at the meeting.

23.2. If a quorum is present at the opening of a Meeting of Constituent Members, the Constituent Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Votes to Govern at Constituent Members' Meetings

24.1. Each Constituent Member shall appoint a person to serve as that Constituent Member's Director who shall normally act as its authorized voting representative at any Meeting of Constituent Members. If the Director is unable to attend a meeting in person, arrangements can be made for the Director to participate electronically or the Constituent Member may appoint a person to attend on its behalf, however this representative is not authorized to vote on behalf of the Constituent Member. The Constituent Member shall provide the Board of Directors with notice in writing of its

Director's appointment, which notice upon receipt shall be the Board of Director's authority to rely upon the Director so named as the representative of the Constituent Member, with all the rights, powers and responsibilities pertaining thereto.

24.2. A Constituent Member may not assign its voting rights, by proxy or otherwise, to another Constituent Member.

24.3 At any Meeting of Constituent Members every question shall, unless otherwise provided by the Articles, By-laws or by the Act, be determined by consensus.

24.4 Where consensus cannot be reached, every question shall, unless otherwise required by the Act be determined by a majority of the votes cast on the question.

24.5 In the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the question shall be deemed to have been answered in the negative.

25. Participation by Electronic Means at Constituent Members' Meetings

25.1. 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 Constituent 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 Constituent 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.

26. Constituent Members' Meeting Held Entirely by Electronic Means

26.1. If the Directors or Constituent Members of the Corporation call a Meeting of Constituent Members pursuant to the Act, those Directors or Constituent 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.

27. Directors

27.1. The Board of Directors shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board of Directors shall be comprised of the fixed number of Directors as determined from time to time by the Constituent Members by Ordinary Resolution.

27.2. Each Director must meet the requirements to serve as a Director as per section 126 of the Act.

27.3. The Board of Directors shall consist of the nominee Directors as appointed by each Constituent Members pursuant to section 24.1 of these By-laws.

27.4. The property and business of the Corporation shall be managed by the Directors who may delegate matters legally capable of delegation, to a committee of the Board established under section 34 of these By-laws.

- 27.5. The office of Director shall be automatically vacated:
- 27.5.1. if the Director sends a written resignation to the secretary of the Corporation;
 - 27.5.2. if the Director is found by a court to be of unsound mind or declared to be mentally incapacitated in accordance with an Enduring Power of Attorney or similar document; or
 - 27.5.3. if the Constituent Member who appointed the Director sends written notice replacing that Director.

28. Discipline of Directors

28.1. The Constituent Members shall have authority, by Special Resolution, to request a Constituent Member replace its Director for any one or more of the following grounds:

- 28.1.1. violating any substantive provision of the Articles, By-laws, or written policies of the Corporation; or
- 28.1.2. conducting him or herself in a manner which may be detrimental to the Corporation as determined by the Board of Directors in its sole discretion; or
- 28.1.3. breach of fiduciary duties owed to the Corporation;
- 28.1.4. failure to fulfill the duties of a Director as provided for in these Bylaws.

28.2. In the event that the Board of Directors determines that a Director should be replaced, an officer designated by the Board of Directors, shall provide twenty (20) business days' notice to the Constituent Member and shall provide reasons for the request to replace its Director. The Constituent Member may make written submissions to the Board of Directors, or such other officer as may be designated by the Board of Directors, in response to the notice received within such twenty (20) business day period. In the event that no written submissions are received by the Board of Directors, or such other officer as may be designated by the Board of Directors, the Board of Directors shall proceed to notify the Constituent Member that the appointed Director must be replaced. If written submissions are received in accordance with this section, the Board of Directors will consider such submissions in arriving at a final decision and shall notify the Constituent Member concerning such final decision within a further twenty (20) business days from the date of receipt of the submissions.

29. Term of Office of Directors

29.1. Directors shall be appointed for an indefinite term (subject to removal and replacement by the appointing Constituent Members). Terms shall commence at the end of an annual general meeting of Constituent Members except in the case of a replacement Director.

30. Calling of Meetings of Board of Directors

30.1. Meetings of the Board of Directors may be called by the chair of the Board of Directors, the chair-elect of the Board of Directors 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.

31. Notice of Meeting of Board of Directors

31.1. Notice of the time and place for the holding of a meeting of the Board of Directors shall be given by mail, courier, personal service, telephonic, electronic or other communication facility to every Director of the Corporation not less than 2 business days before the time when the meeting is to be held.

31.2. 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.

31.3. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

31.4. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting. At least two (2) days in advance of any meeting of the Board of Directors, the Chair or designate, shall provide an agenda of items to be addressed at the meeting.

32. Regular Meetings of the Board of Directors

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

33. Committees of the Board of Directors

33.1. The Board of Directors 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 of Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such Regulations or directions as the Board of Directors may from time to time make.

34. Appointment of Officers

34.1. The Board of Directors may designate the offices of the Corporation, appoint officers on an annual or as necessary 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. An officer may, but need not be, a Director unless these By-laws otherwise provide. Two or more offices may be held by the same person.

35. Description of Offices

35.1. Unless otherwise specified by the Board of Directors (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:

- 35.1.1. **Chair of the Board of Directors** – The chair of the Board of Directors, if one is to be appointed, shall be a Director. The chair of the Board of Directors, if any, shall, when present, preside at all meetings of the Board of Directors and of the Constituent Members. The chair shall have such other duties and powers as the Board of Directors may specify.
- 35.1.2. **Chair-elect of the Board of Directors** – The chair-elect of the Board of Directors, if one is to be appointed, shall be a Director. If the chair of the Board of Directors is absent or is unable or refuses to act, the chair-elect of the Board of Directors, if any, shall, when present, preside at all meetings of the Board of Directors and of the Constituent Members. The chair-elect shall have such other duties and powers as the Board of Directors may specify.
- 35.1.3. **Past Chair of the Board of Directors** – The past chair of the Board of Directors shall be the person who held office as chair of the Board of Directors immediately prior to the current chair of the Board of Directors. The past chair of the Board of Directors shall have such other duties and powers as the Board of Directors may specify.
- 35.1.4. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the Board of Directors, Constituent Members and committees of the Board of Directors. 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 Constituent 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.
- 35.1.5. **Treasurer** – If appointed, the treasurer shall have such powers and duties as the Board of Directors may specify.

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

36. Vacancy in Office

36.1. In the absence of a written agreement to the contrary, the Board of Directors 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:

- 36.1.1 the officer's successor being appointed;
- 36.1.2. the officer's resignation;
- 36.1.3. such officer ceasing to be a Director (if a necessary qualification of appointment); or
- 36.1.4. such officer's death.

36.2. 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.

37. Method of Giving Any Notice

37.1. Any notice (which term includes any communication or document), other than notice of a Meeting of Constituent 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 Constituent Member, Director, officer or member of a committee of the Board of Directors or to the public accountant shall be sufficiently given:

- 37.1.1. 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 section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- 37.1.2. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- 37.1.3. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- 37.1.4. if provided in the form of an electronic document in accordance with Part 17 of the Act.

37.2. 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 received on the tenth day after mailing. 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.

37.3. The secretary may change or cause to be changed the recorded address of any Constituent Member, Director, officer, public accountant or member of a committee of the Board of Directors in accordance with any information believed by the secretary to be reliable.

37.4. 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.

37.5. 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.

38. Invalidity of any Provisions of this By-law

38.1. 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.

39. Omissions and Errors

39.1. The accidental omission to give any notice to any Constituent Member, Director, officer, member of a committee of the Board of Directors 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.

40. Mediation and Arbitration

40.1. Disputes or controversies among Constituent 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.

41. Dispute Resolution Mechanism

41.1. In the event that a dispute or controversy among Constituent 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 Constituent 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:

- 41.1.1. 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 Directors 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. Any mediator employed for this purpose must possess credentials recognized by the employing jurisdiction(s) or in the jurisdiction where mediation or arbitration is being heard;
- 41.1.2. The number of mediators may be reduced from three to one or two upon agreement of the parties;
- 41.1.3. 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.

41.2. 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.

42. By-laws and Effective Date

42.1. 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 Constituent Members where it may be confirmed, rejected or amended by the Constituent Members by Ordinary Resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Constituent 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 Constituent Members at the next Meeting of Constituent Members or if it is rejected by the Constituent Members at the meeting.

42.2. This section does not apply to a By-law that requires a Special Resolution of the Constituent Members according to subsection 197(1) (fundamental change) of the Act.

42.3. This By-law shall be effective when filed with Industry Canada.

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ENACTED by the Board as of the 1 day of December 2020.



Chair-elect – Chris Georgakopoulos



Executive Director – Chelsea Wilker

CONFIRMED by the Constituent Members in accordance with the Act as of the 1 day of December 2020.